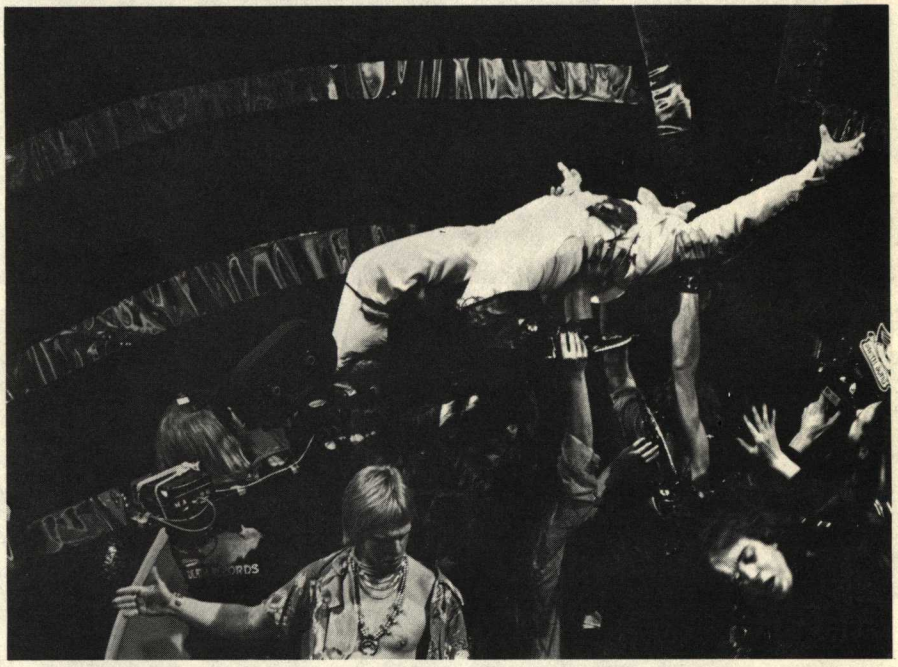
# Paul Williams

Swan (PAUL WILLIAMS) and The Phantom (WILLIAM FINLEY) confront each other prior to the opening of the Paradise, the ultimate rock palace.

The Phantom (WILLIAM FINLEY) is the mysterious figure who haunts the Paradise, the ultimate rock palace.

**The Juicy Fruits (HAROLD OBLONG, ARCHIE HANN and JEFFREY COMANOR), a nostalgia-oriented rock group, perform at the famed Paradise**



**Beef (GERRIT GRAHAM) is the glitter-rock singer whose performance opens the fabulous Paradise.**

Composer Winslow Leach (WILLIAM FINLEY) is a surprise visitor at an audition for background singers to perform his music.

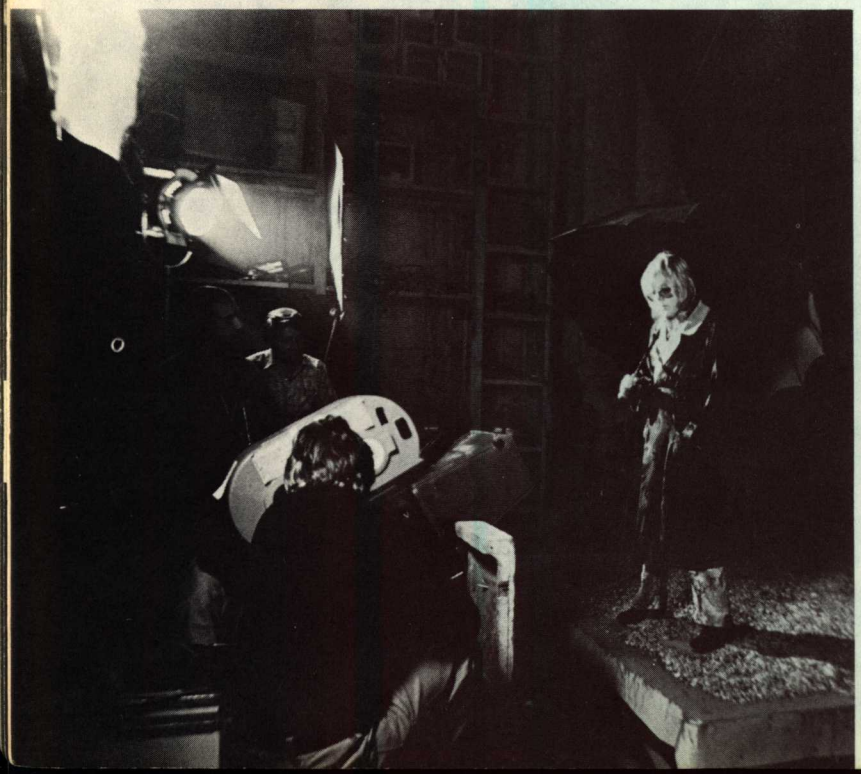
Swan (PAUL WILLIAMS) is the incredibly successful record producer and impressario who runs the Paradise, the ultimate rock palace.

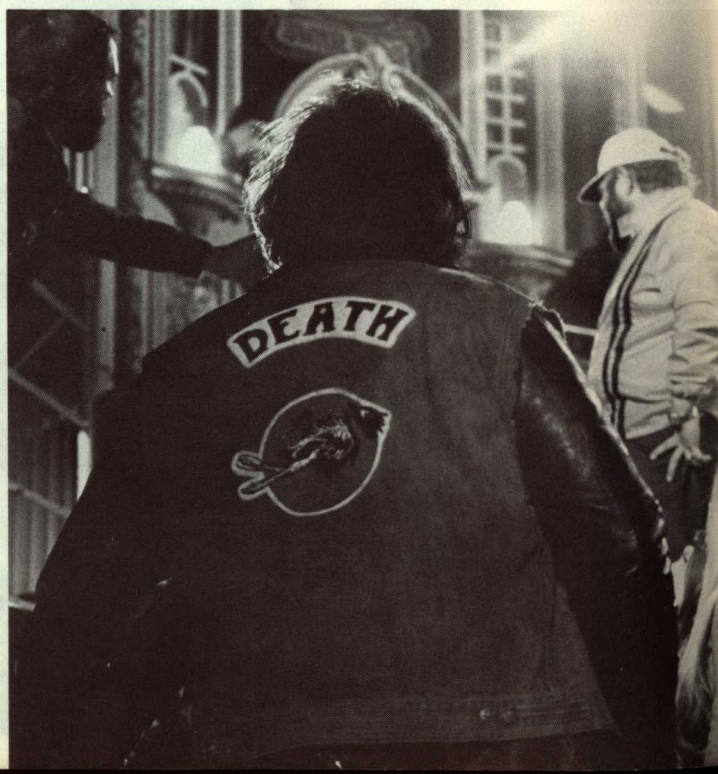
The Phantom (WILLIAM FINLEY), at the console composing his music for the gala opening of the Paradise, the ultimate rock palace.

Phoenix (JESSICA HARPER) is the aspiring songstress who gains stardom at the Paradise, the ultimate rock palace.

**Swan (PAUL WILLIAMS) is the incredibly successful record producer and impressario who runs the Paradise, the ultimate rock palace.**

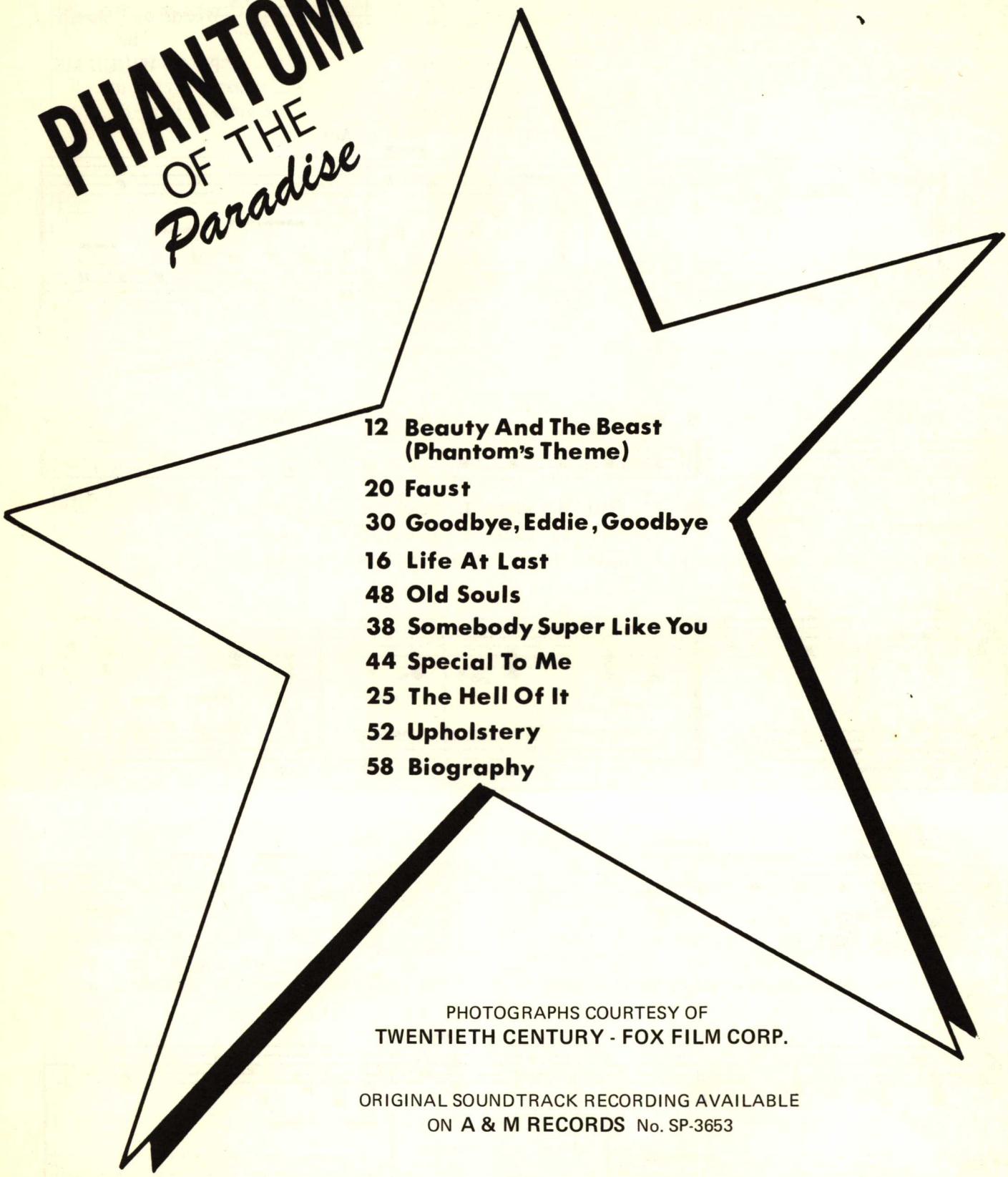
Swan (PAUL WILLIAMS) and Phoenix (JESSICA HARPER) on stage for a lavish production number at the opening of the Paradise, the ultimate rock palace.




DEATH

$3.95

# PHANTOM OF THE *Paradise*




12 **Beauty And The Beast (Phantom's Theme)**

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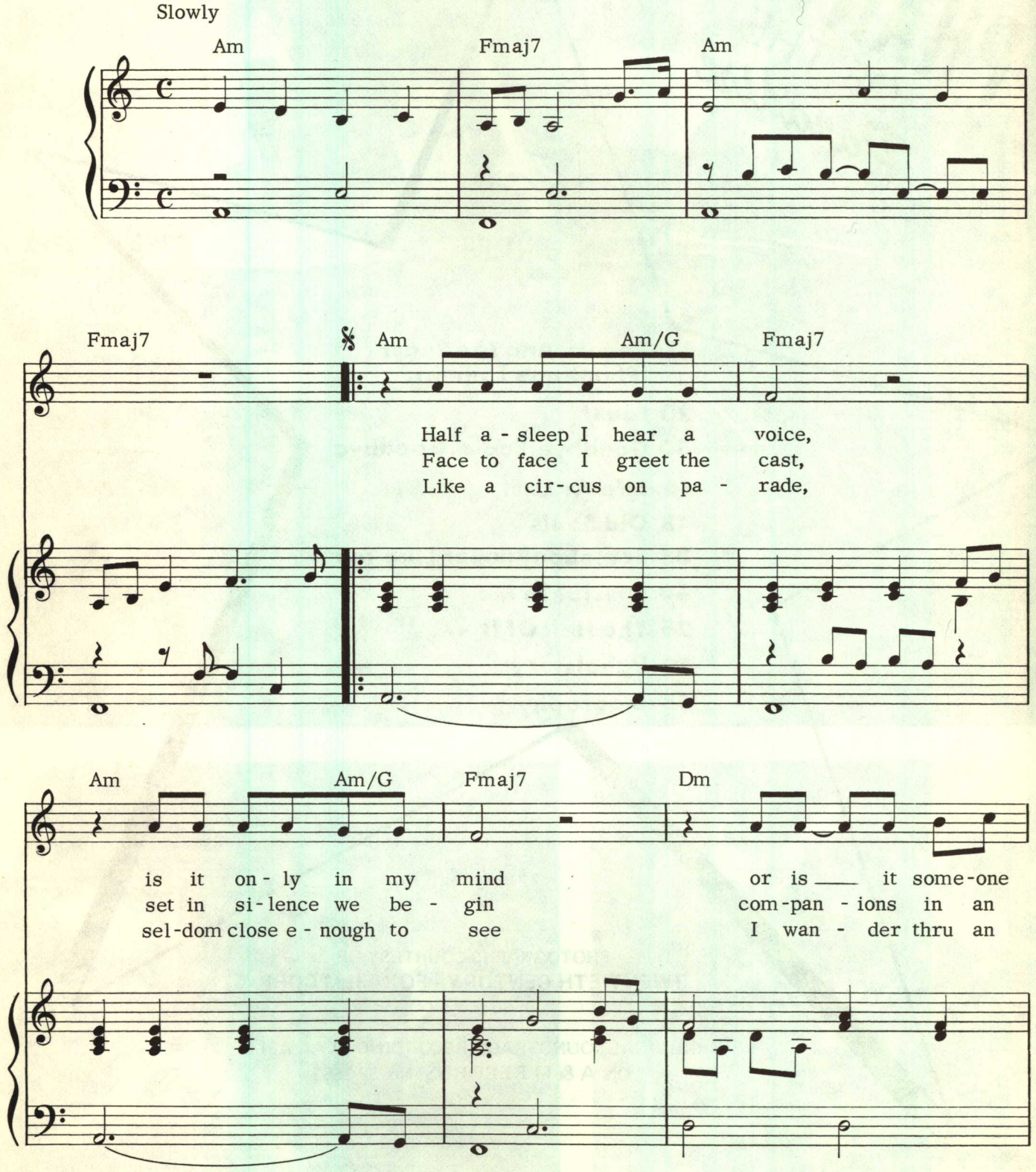
# BEAUTY AND THE BEAST
# (PHANTOM'S THEME)

Words and Music
By
PAUL WILLIAMS

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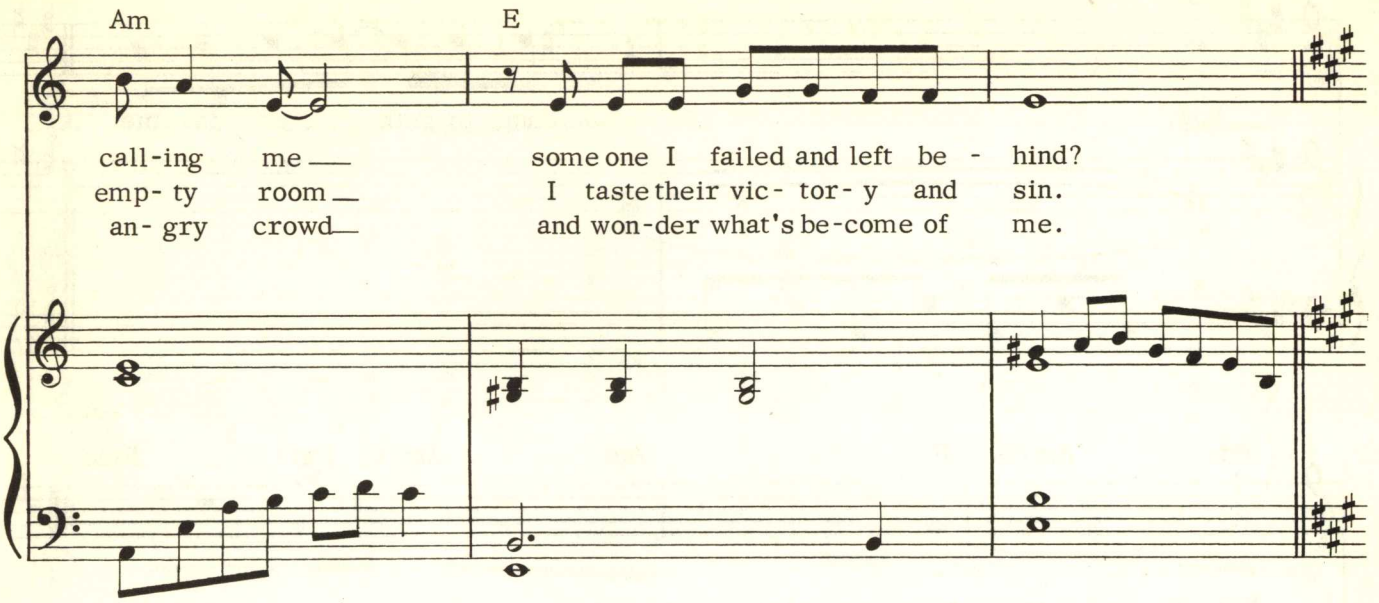
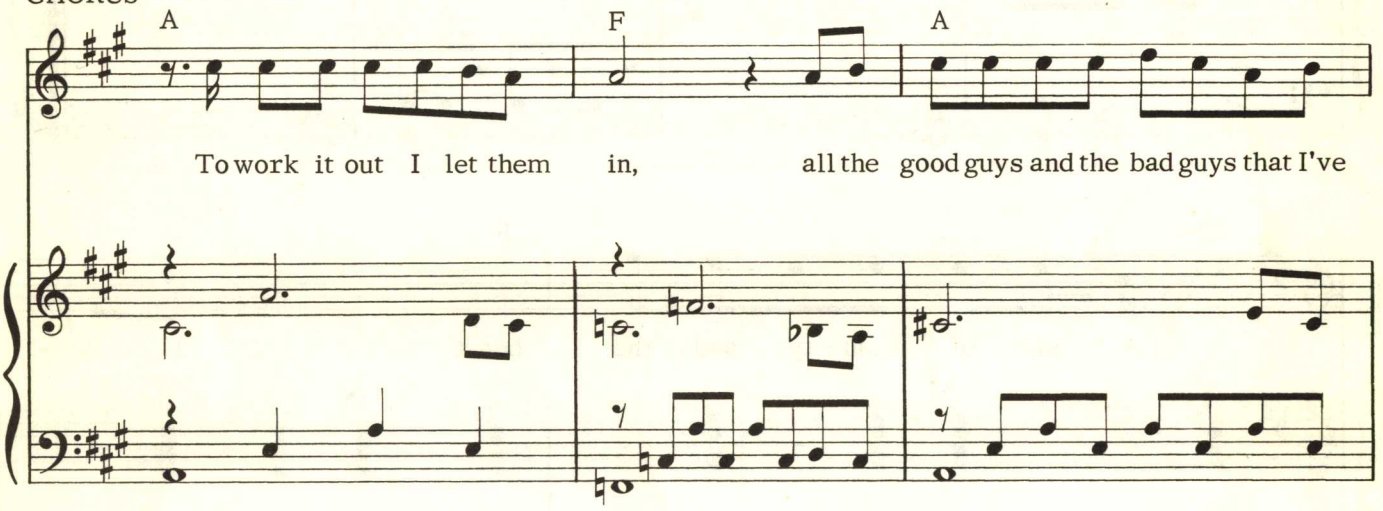
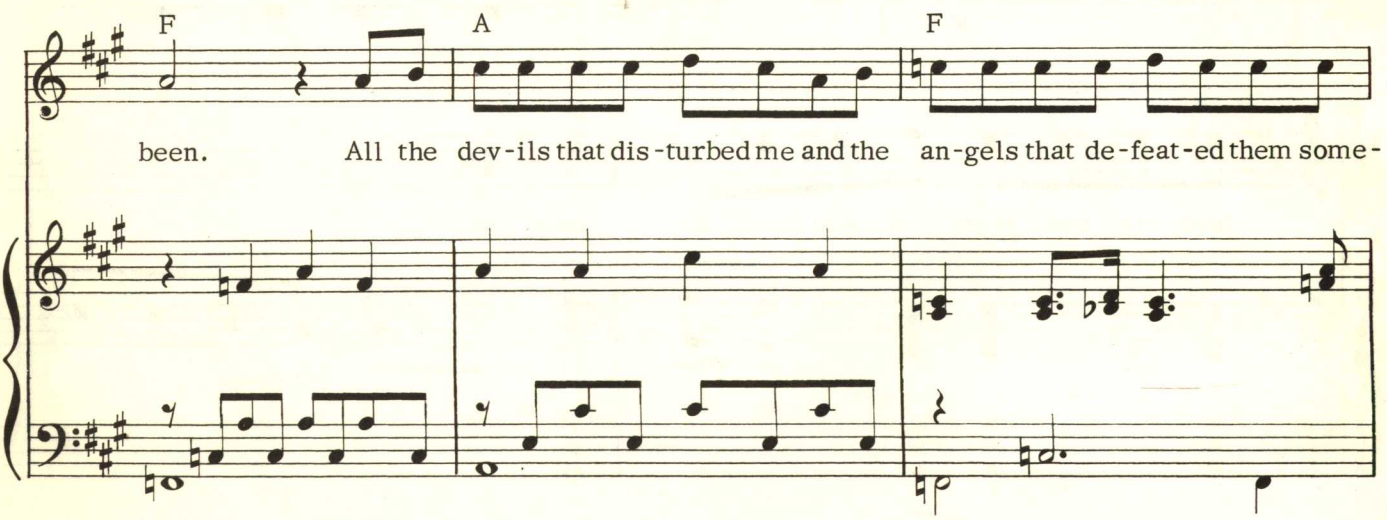
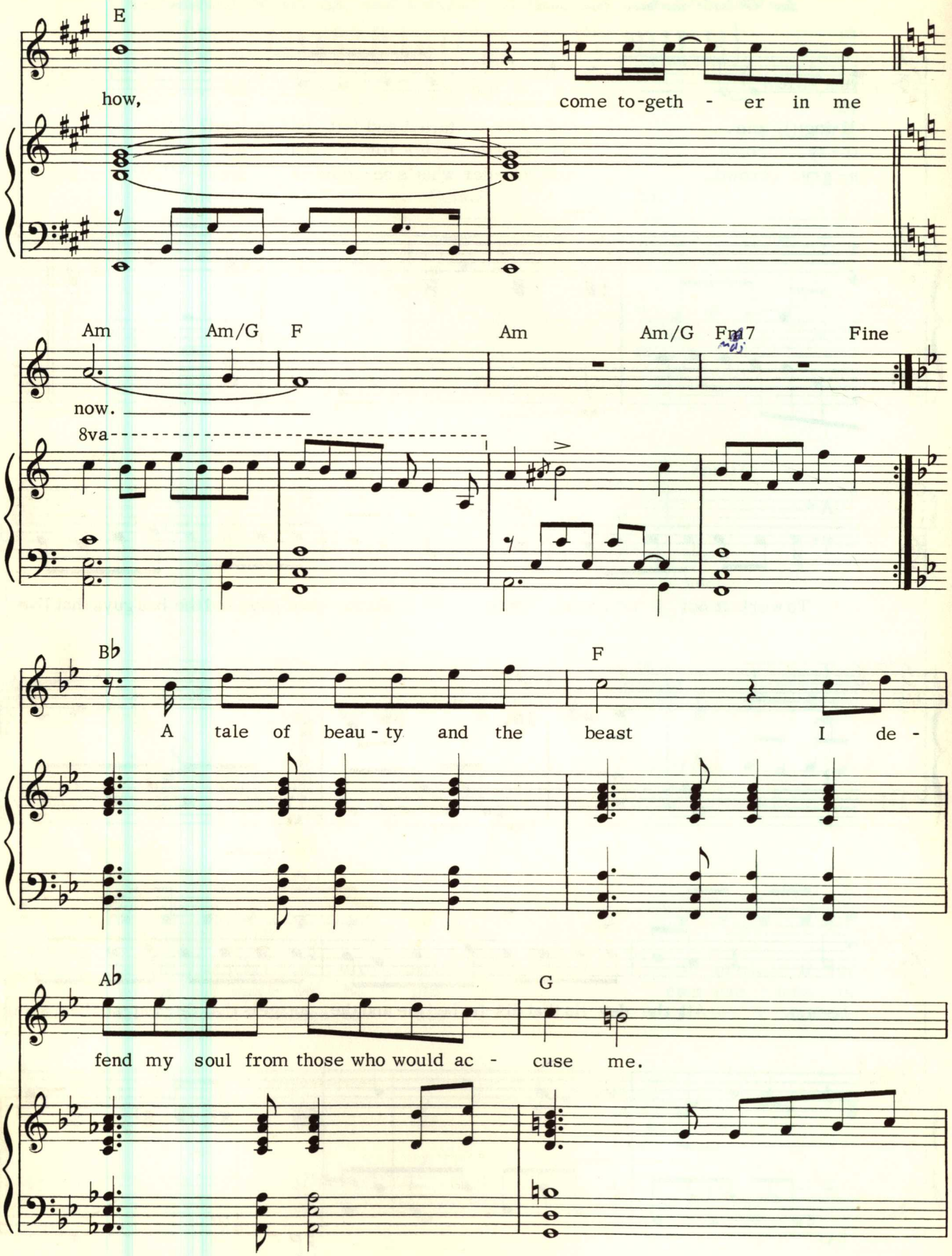
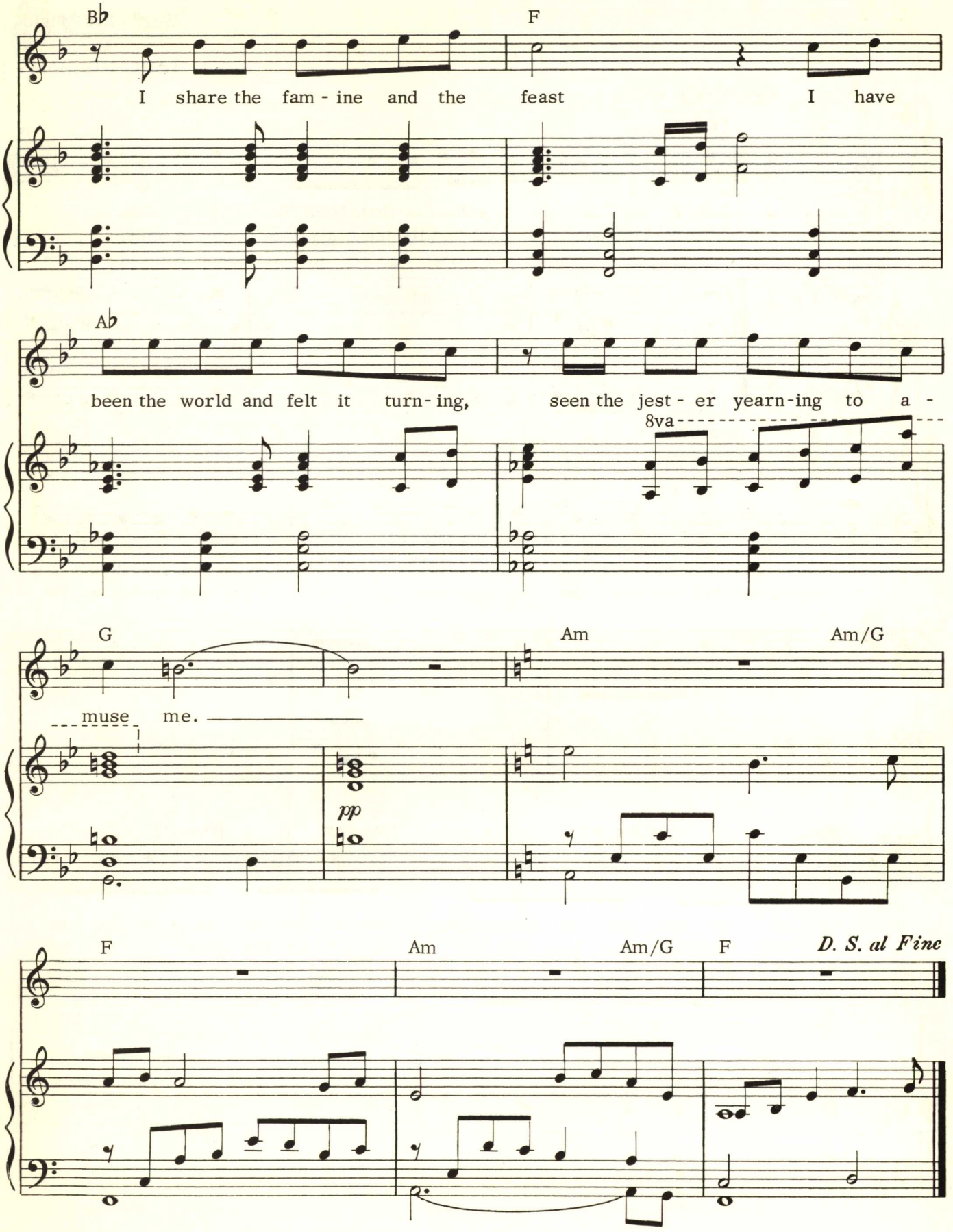

Am
E
call-ing me
some one I failed and left be - hind?
emp- ty room
I taste their vic- tor- y and sin.
an- gry crowd
and won-der what's be-come of me.

CHORUS


A
F
A
To work it out I let them in,
all the good guys and the bad guys that I've

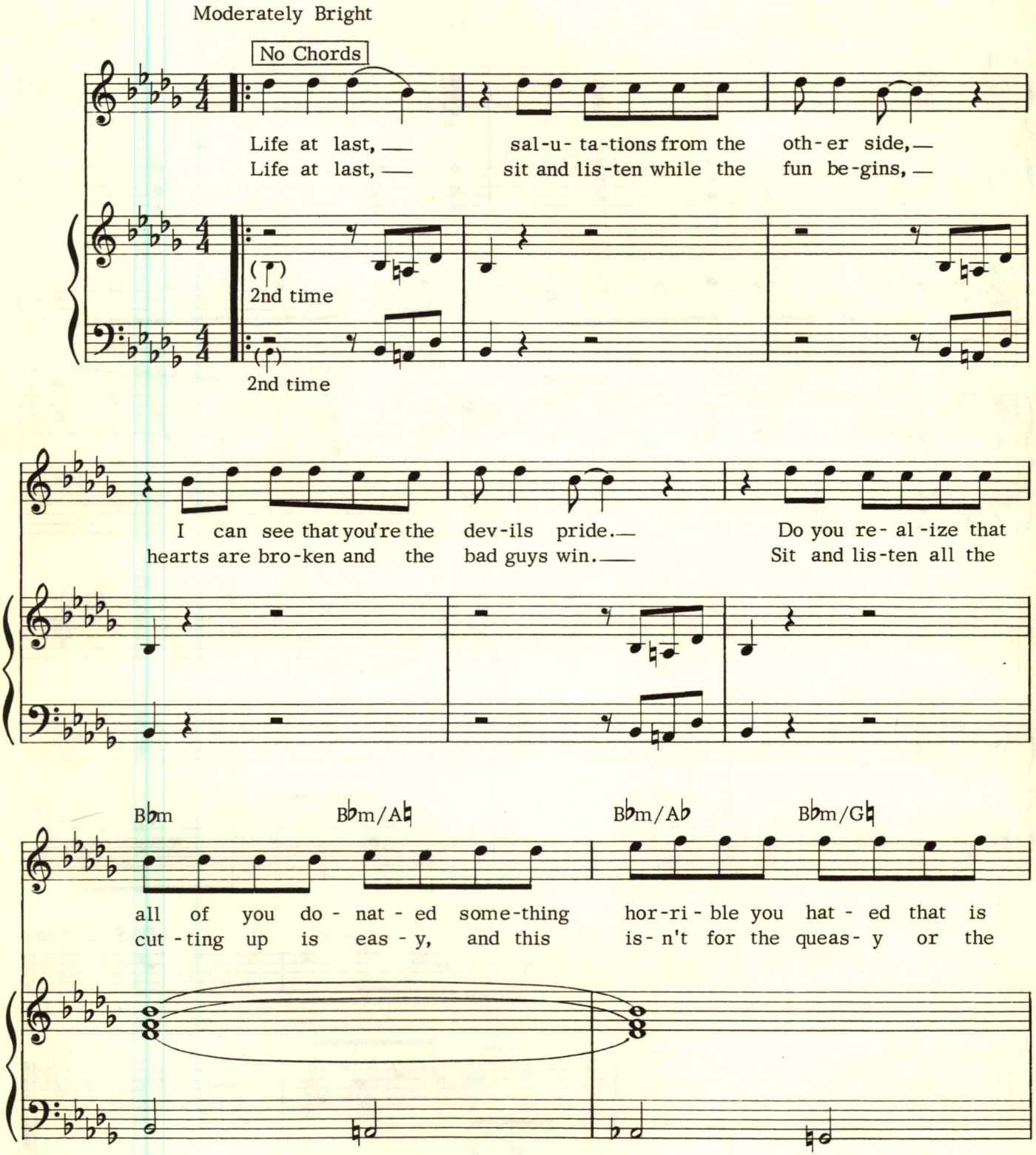

F
A
F
been.
All the dev-ils that dis-turbed me and the an-gels that de-feat-ed them some-


E
how,
come to-geth - er in me
Am
Am/G
F
Am
Am/G
Fmaj7
Fine
now.
8va
Bb
F
A tale of beau - ty and the beast I de -
Ab
G
fend my soul from those who would ac - cuse me.


B♭
F
I share the fam - ine and the feast I have
A♭
been the world and felt it turn - ing, seen the jest - er yearn - ing to a -
8va
G
Am
Am/G
muse me.
pp
F
Am
Am/G
F
D. S. al Fine

# LIFE AT LAST

Words and Music
By
PAUL WILLIAMS

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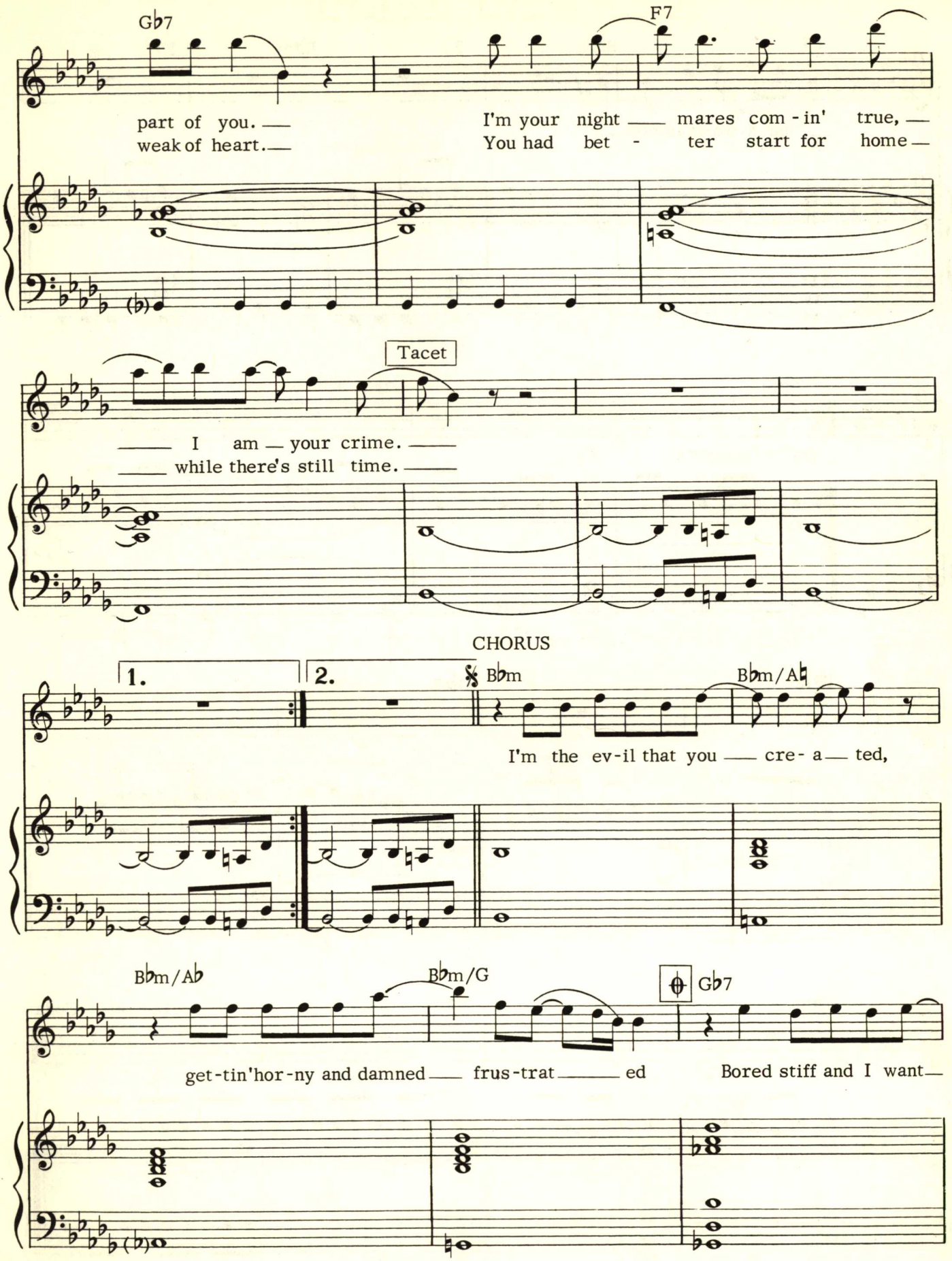
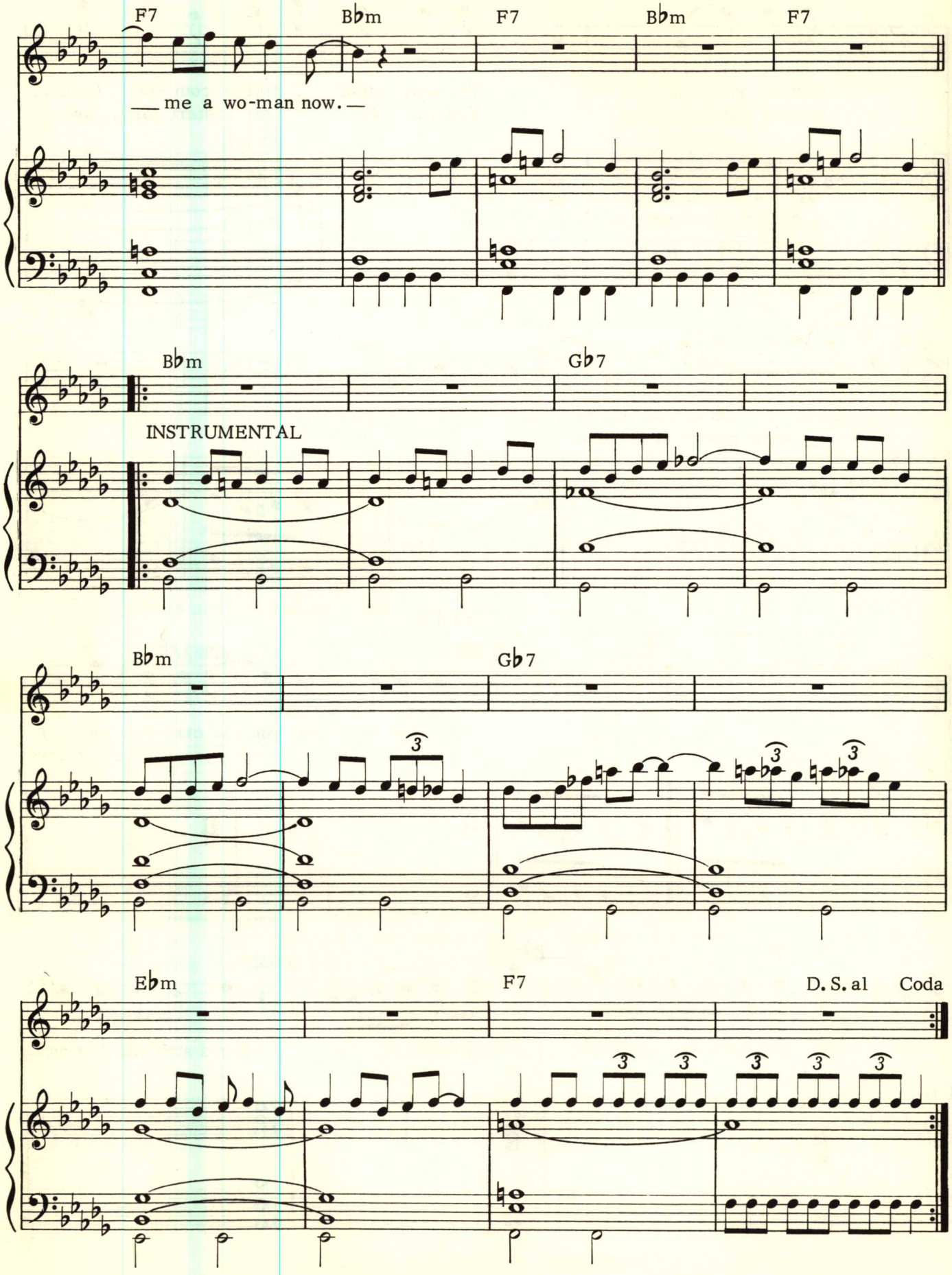
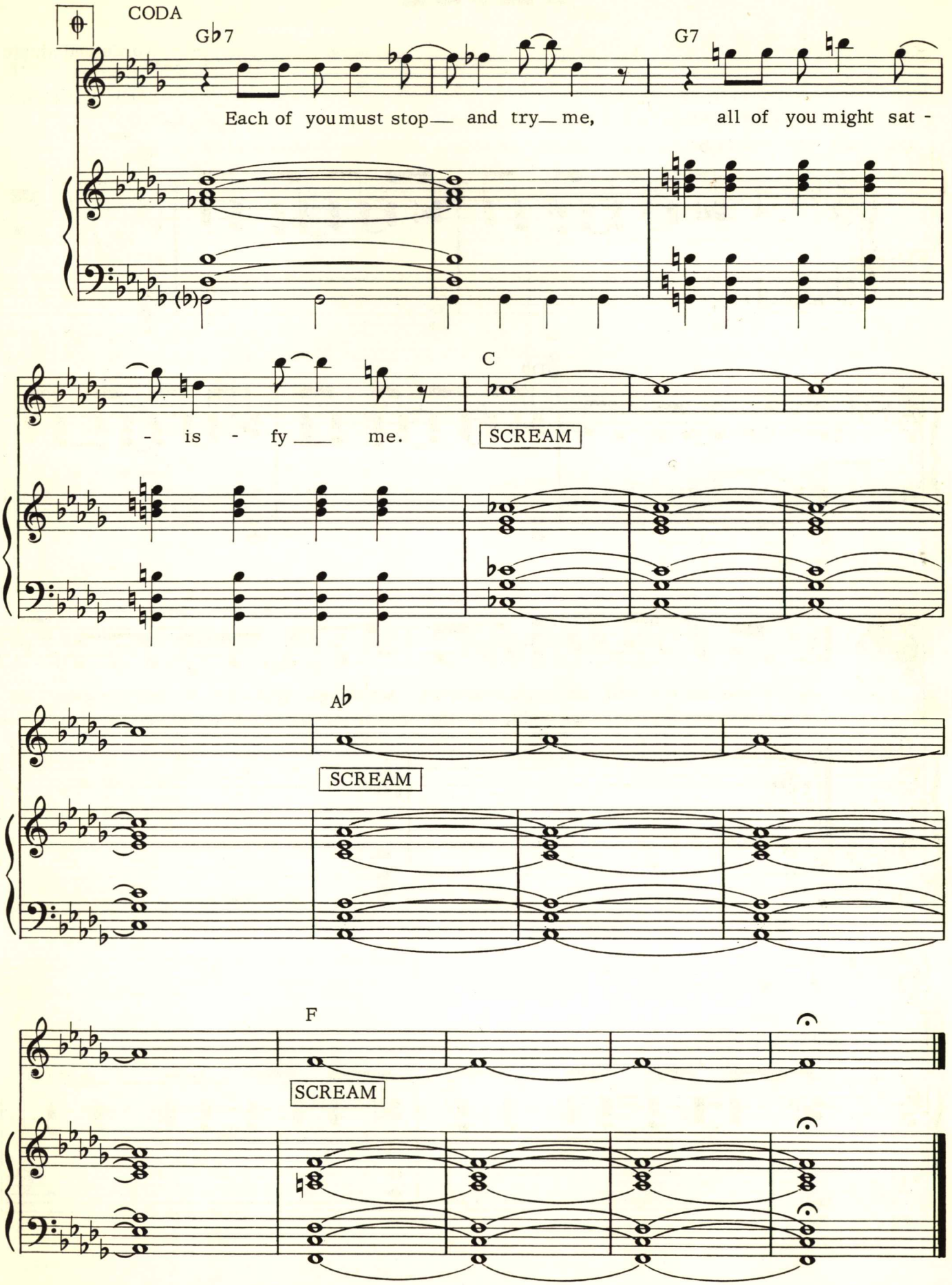
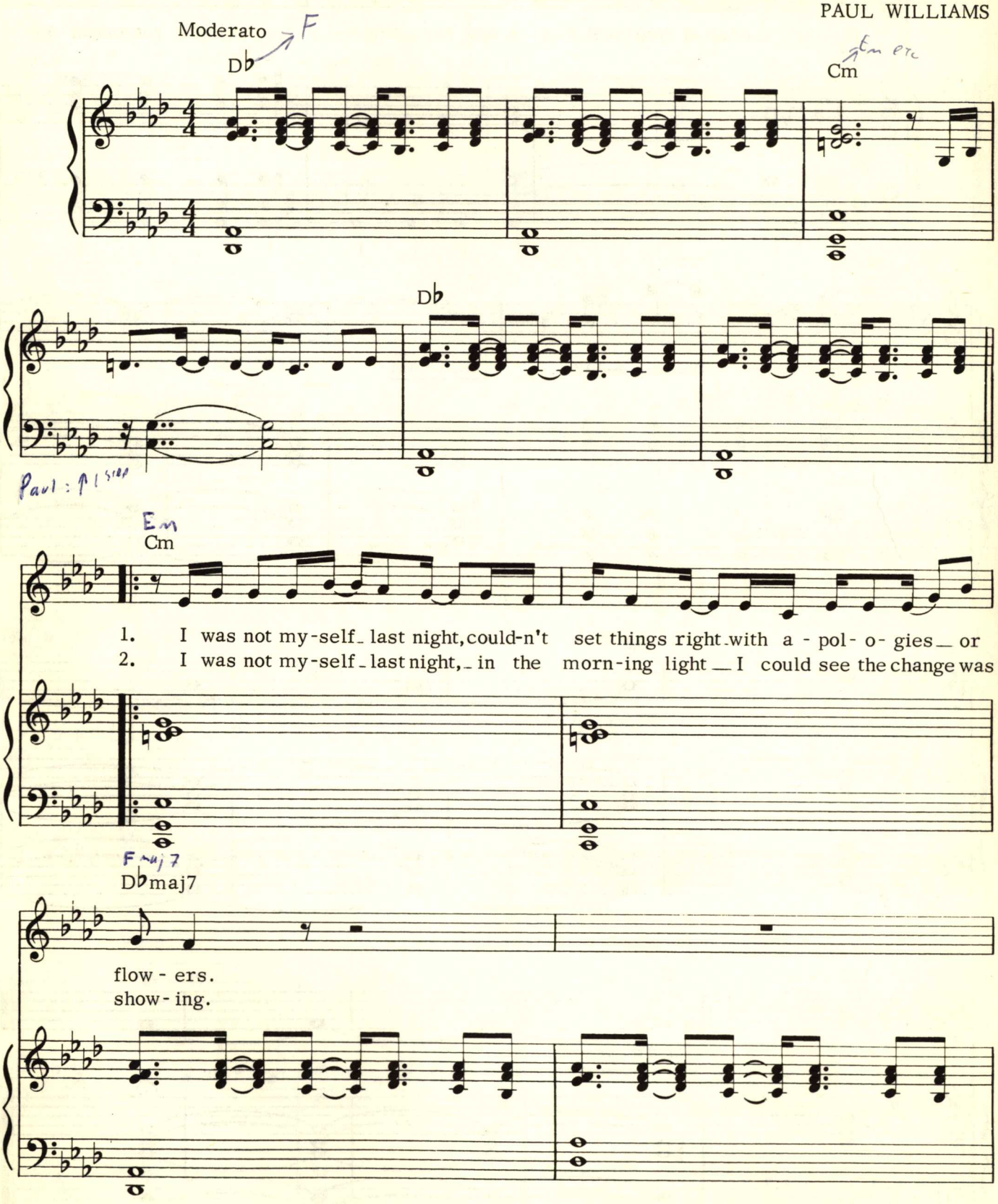

Gb7
F7
part of you.
weak of heart.
I'm your night mares com - in' true,
You had bet - ter start for home
Tacet
I am your crime.
while there's still time.
CHORUS
1.
2.
Bbm
Bbm/Ab
I'm the ev-il that you cre- a ted,
Bbm/Ab
Bbm/G
Gb7
get-tin'hor-ny and damned frus-trat ed
Bored stiff and I want


F7
B♭m
F7
B♭m
F7
me a wo-man now.
B♭m
G♭7
INSTRUMENTAL
B♭m
G♭7
3
E♭m
F7
D. S. al Coda
3


CODA
G♭7
G7
Each of you must stop — and try — me, all of you might sat -
- is - fy — me.
C
SCREAM
A♭
SCREAM
F
SCREAM

# FAUST

Words and Music
By
PAUL WILLIAMS

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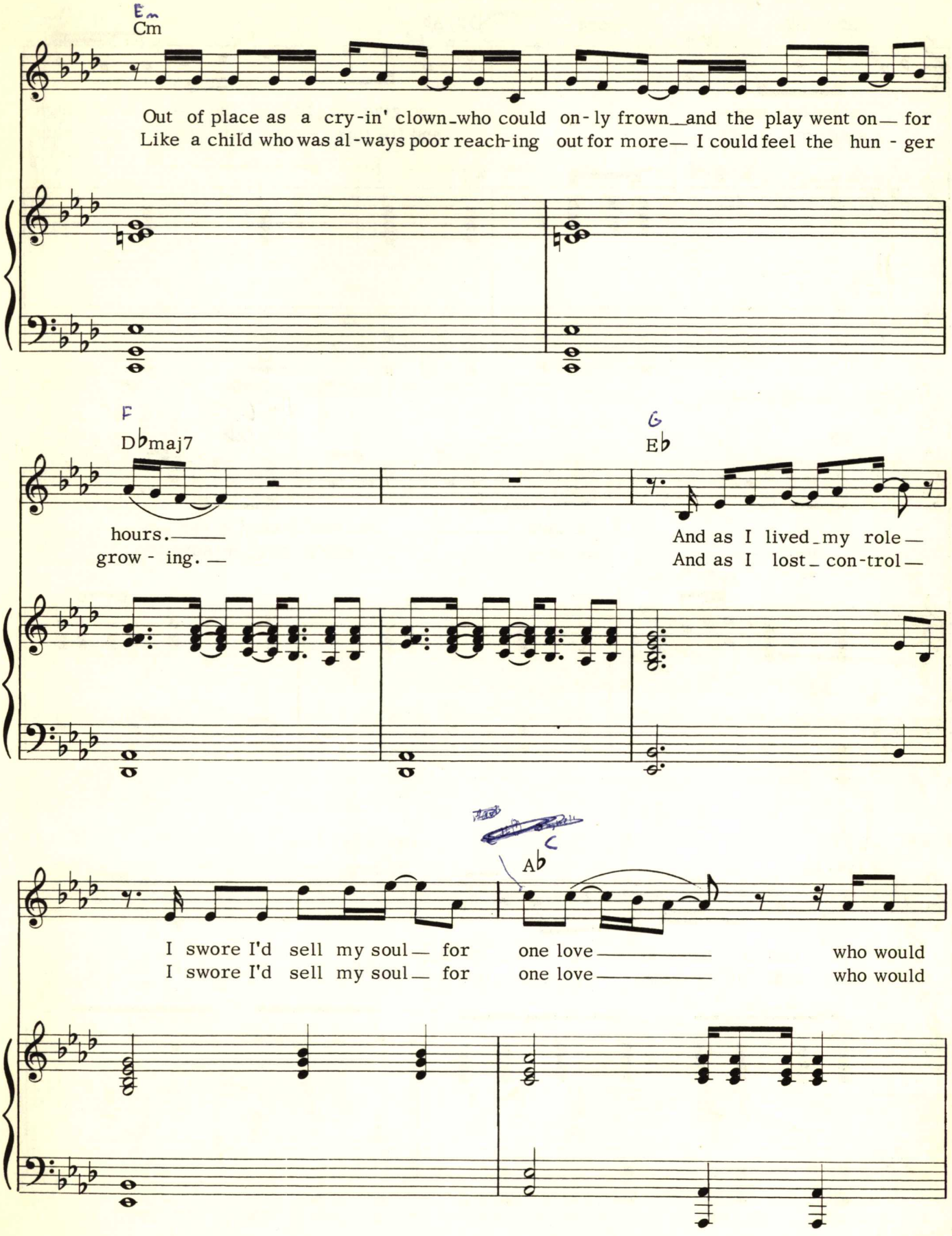
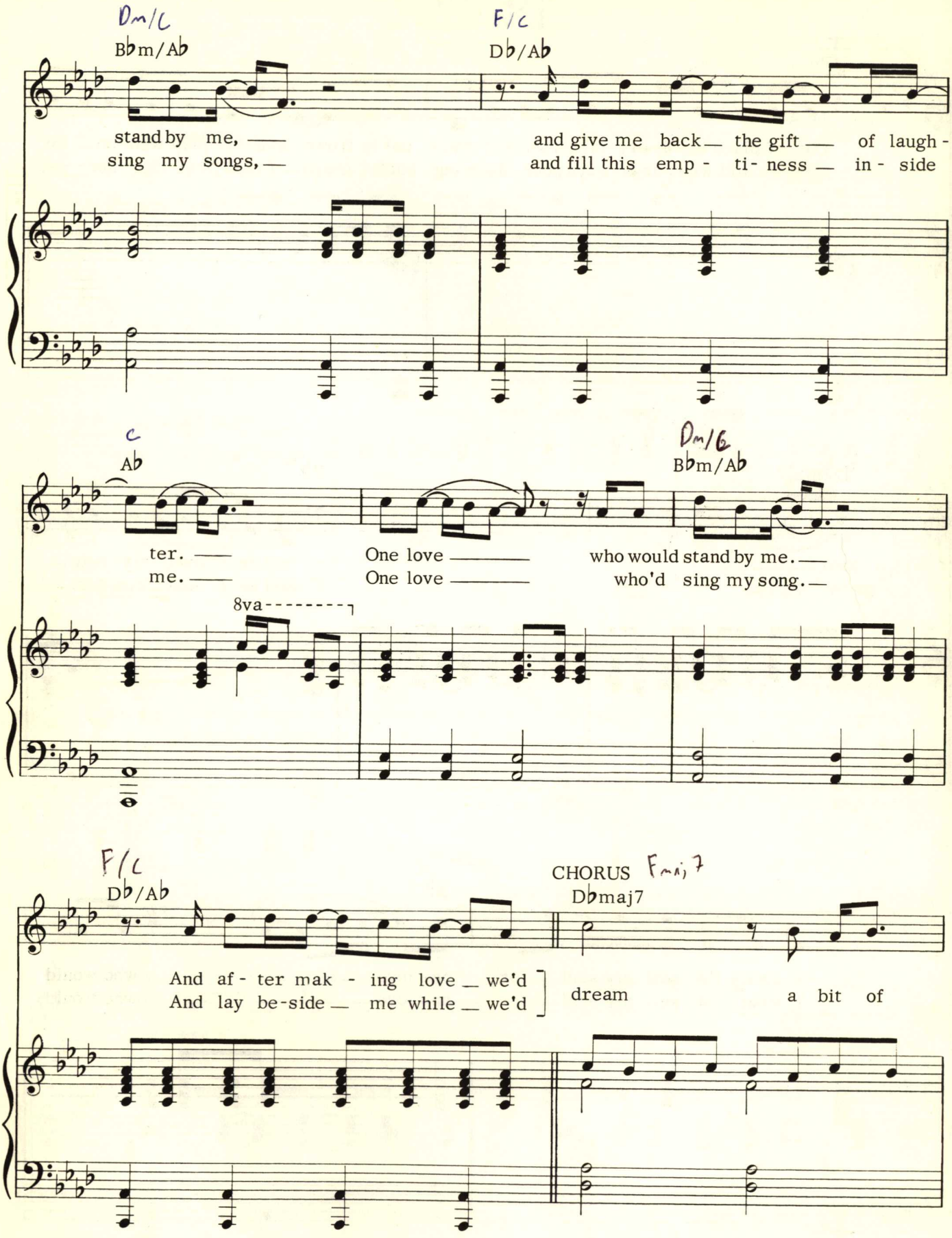
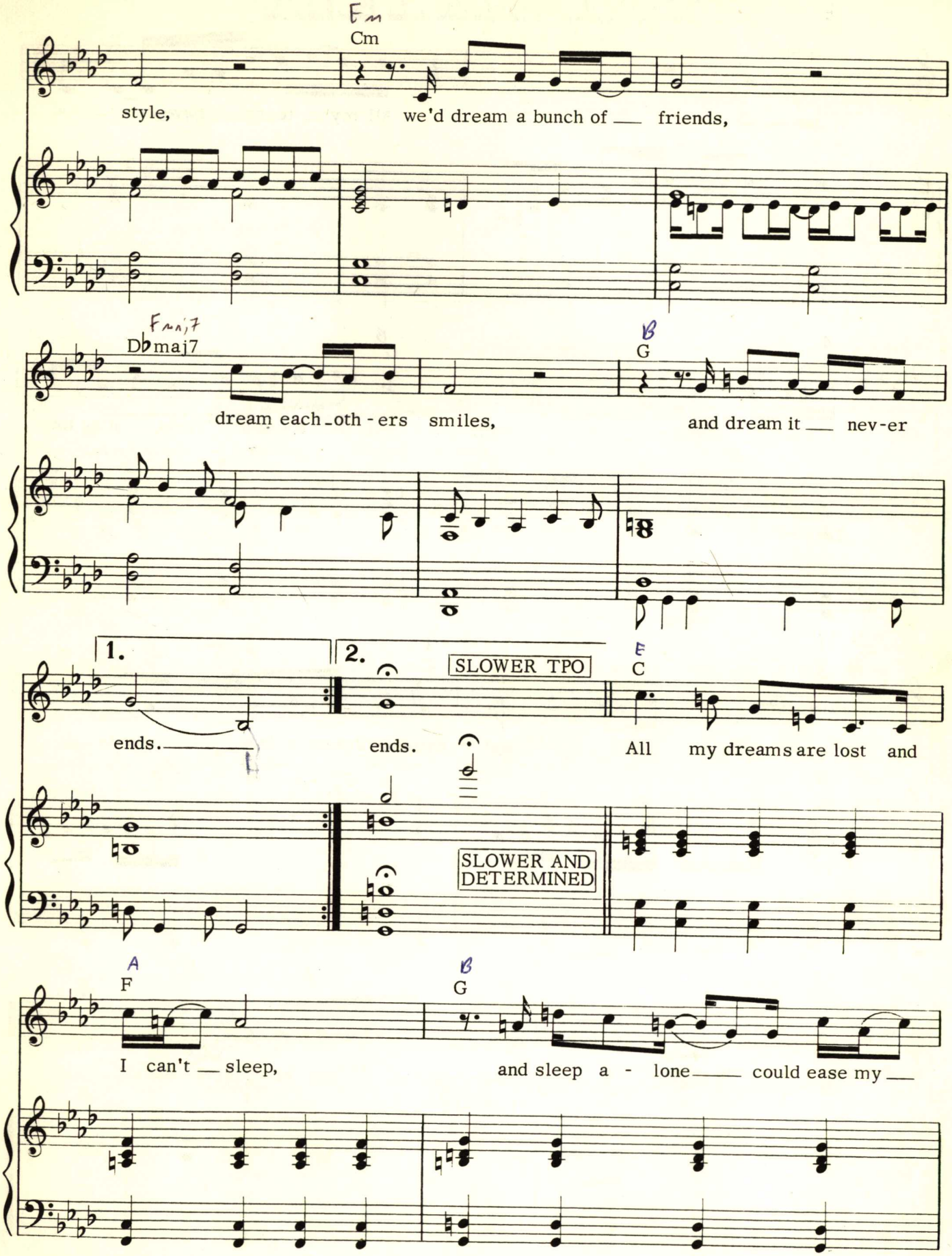
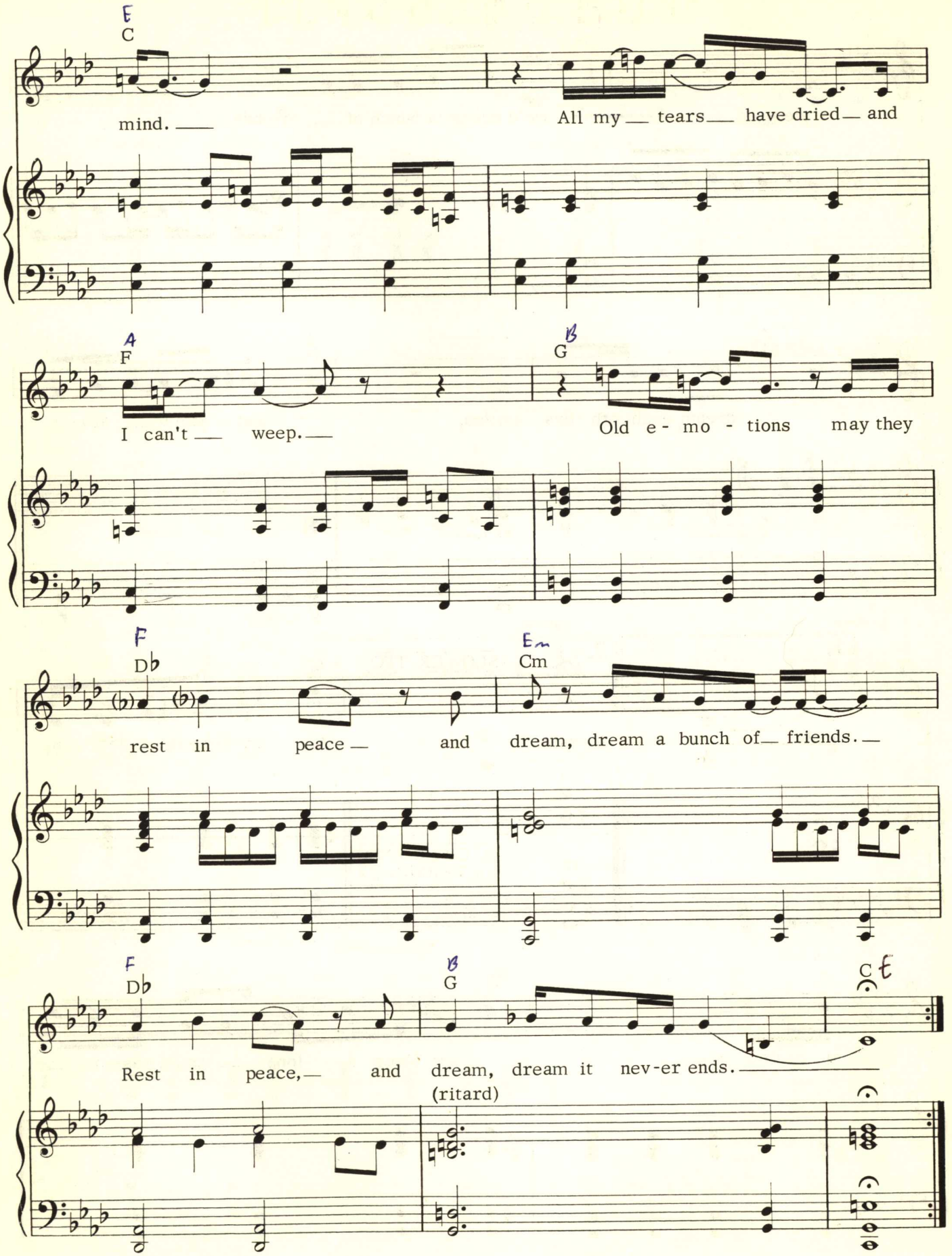

Em
Cm
Out of place as a cry-in' clown who could on-ly frown and the play went on for
Like a child who was al-ways poor reach-ing out for more I could feel the hun-ger
F
Dbmaj7
hours.
grow-ing.
G
Eb
And as I lived my role
And as I lost con-trol
C
Ab
I swore I'd sell my soul for one love who would
I swore I'd sell my soul for one love who would

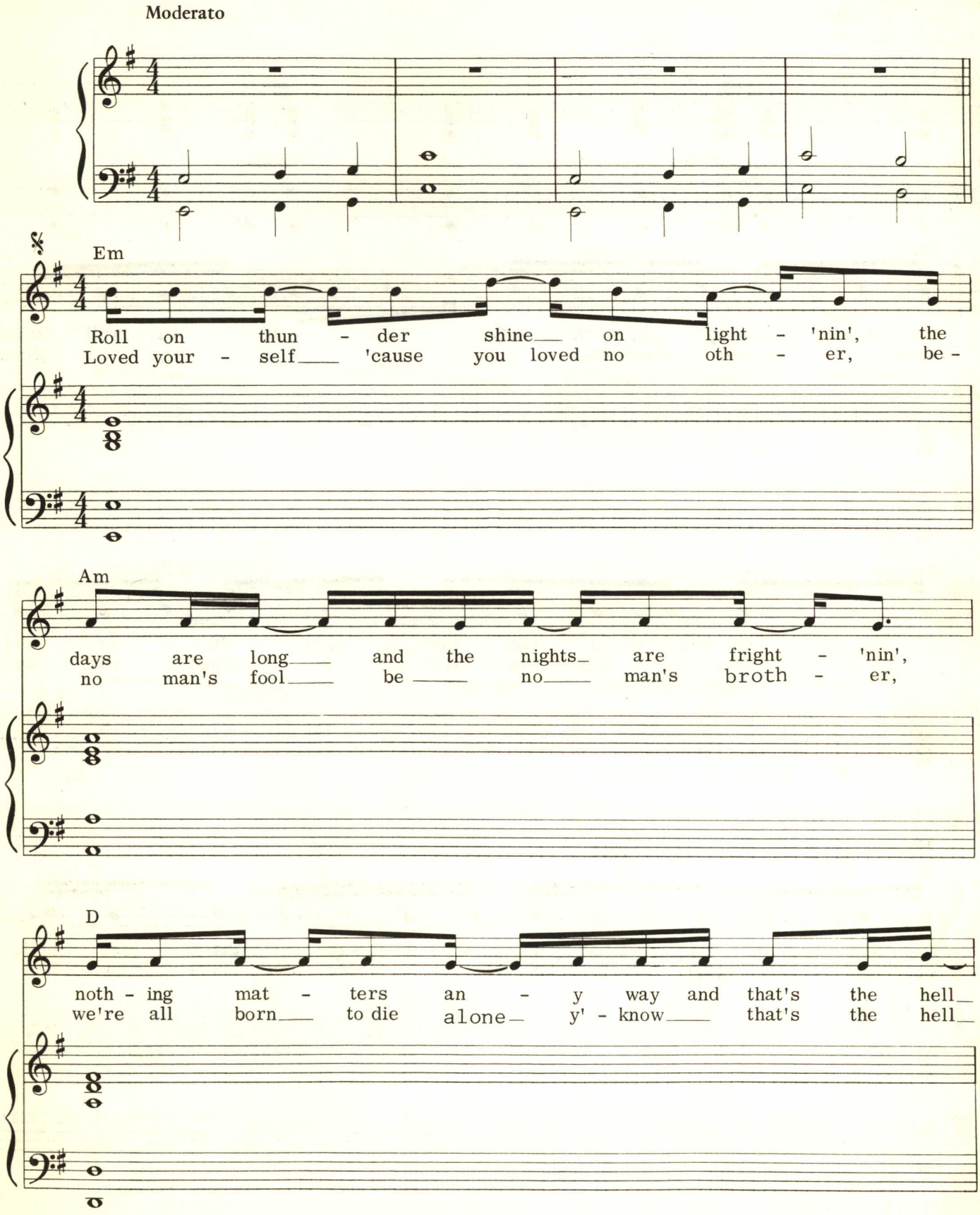

Dm/C
Bbm/Ab
F/C
Db/Ab
stand by me,
sing my songs,
and give me back the gift of laugh -
and fill this emp - ti - ness in - side
C
Ab
Dm/C
Bbm/Ab
ter.
me.
One love
One love
who would stand by me.
who'd sing my song.
8va
F/C
Db/Ab
CHORUS Fmaj7
Dbmaj7
And af - ter mak - ing love we'd
And lay be-side me while we'd
dream
a bit of


Fm
Cm
style,
we'd dream a bunch of ___ friends,
Fmaj7
Dbmaj7
B
G
dream each_oth - ers smiles,
and dream it ___ nev-er
1.
2.
SLOWER TPO
E
C
ends.
ends.
All my dreams are lost and
SLOWER AND DETERMINED
A
F
B
G
I can't ___ sleep,
and sleep a - lone ___ could ease my ___


E
C
mind.
All my tears have dried and
A
F
I can't weep.
B
G
Old e- mo - tions may they
F
Db
rest in peace and
Em
Cm
dream, dream a bunch of friends.
F
Db
Rest in peace, and
B
G
dream, dream it nev-er ends.
C
E
(ritard)

# THE HELL OF IT

Words and Music by
PAUL WILLIAMS

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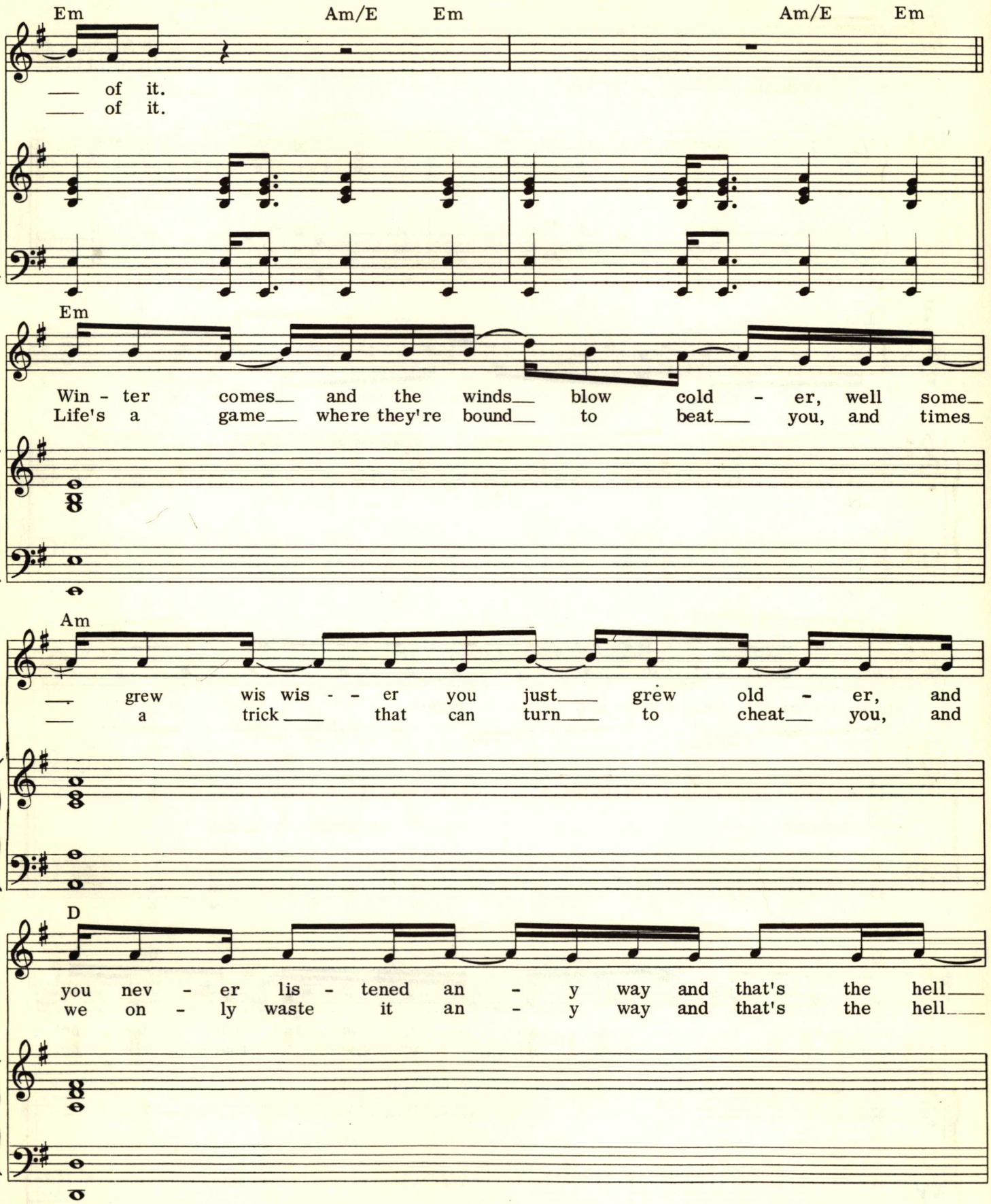
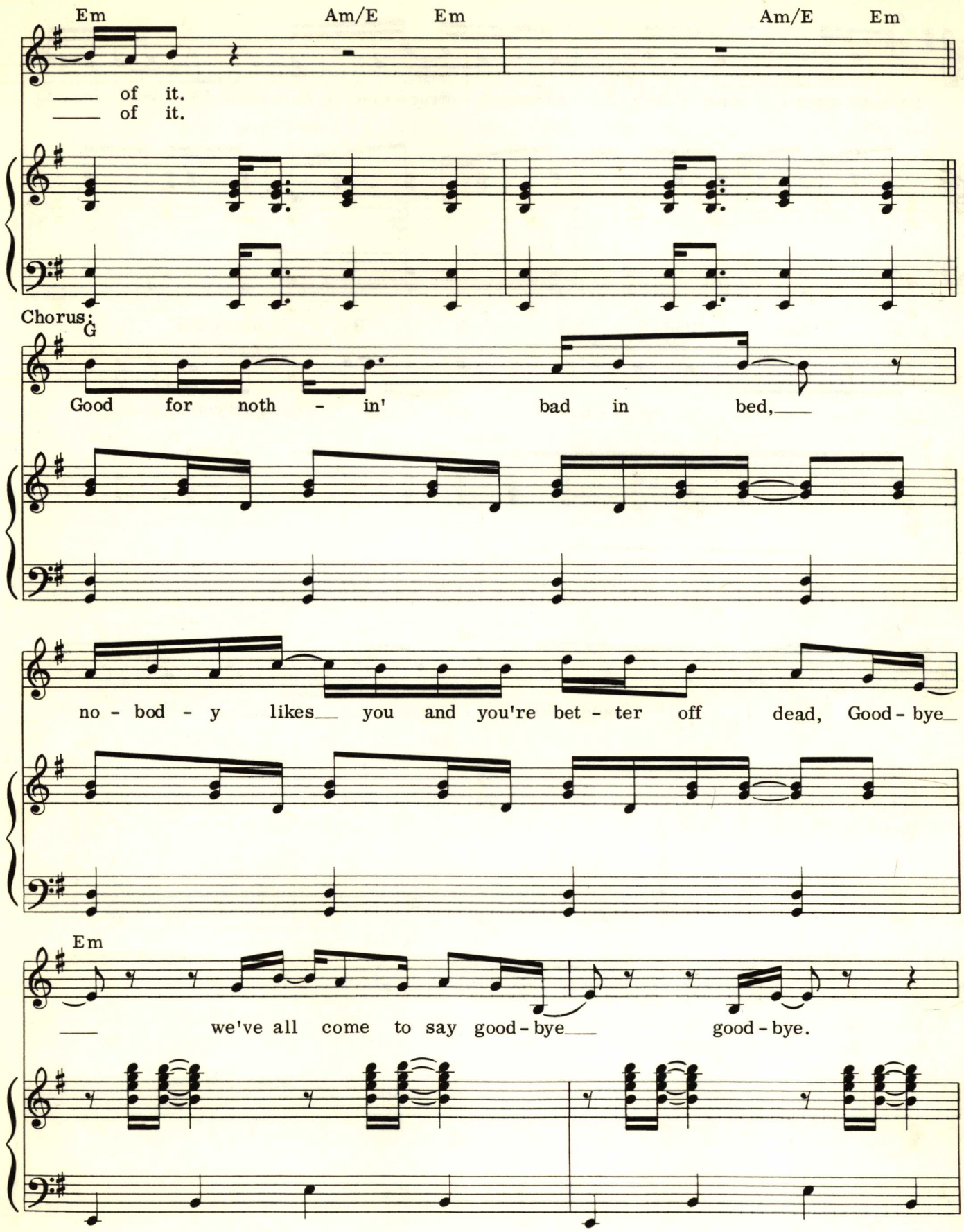
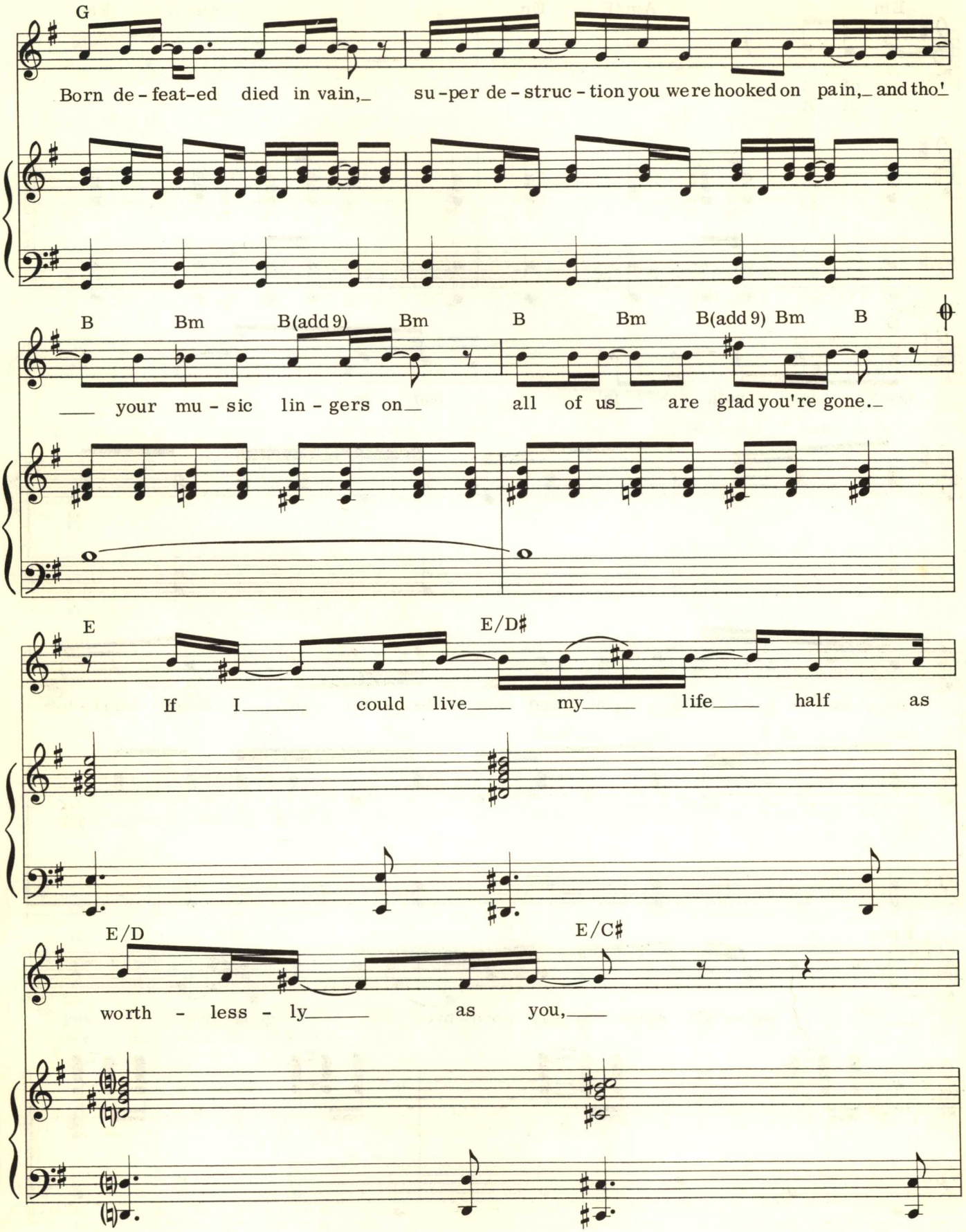
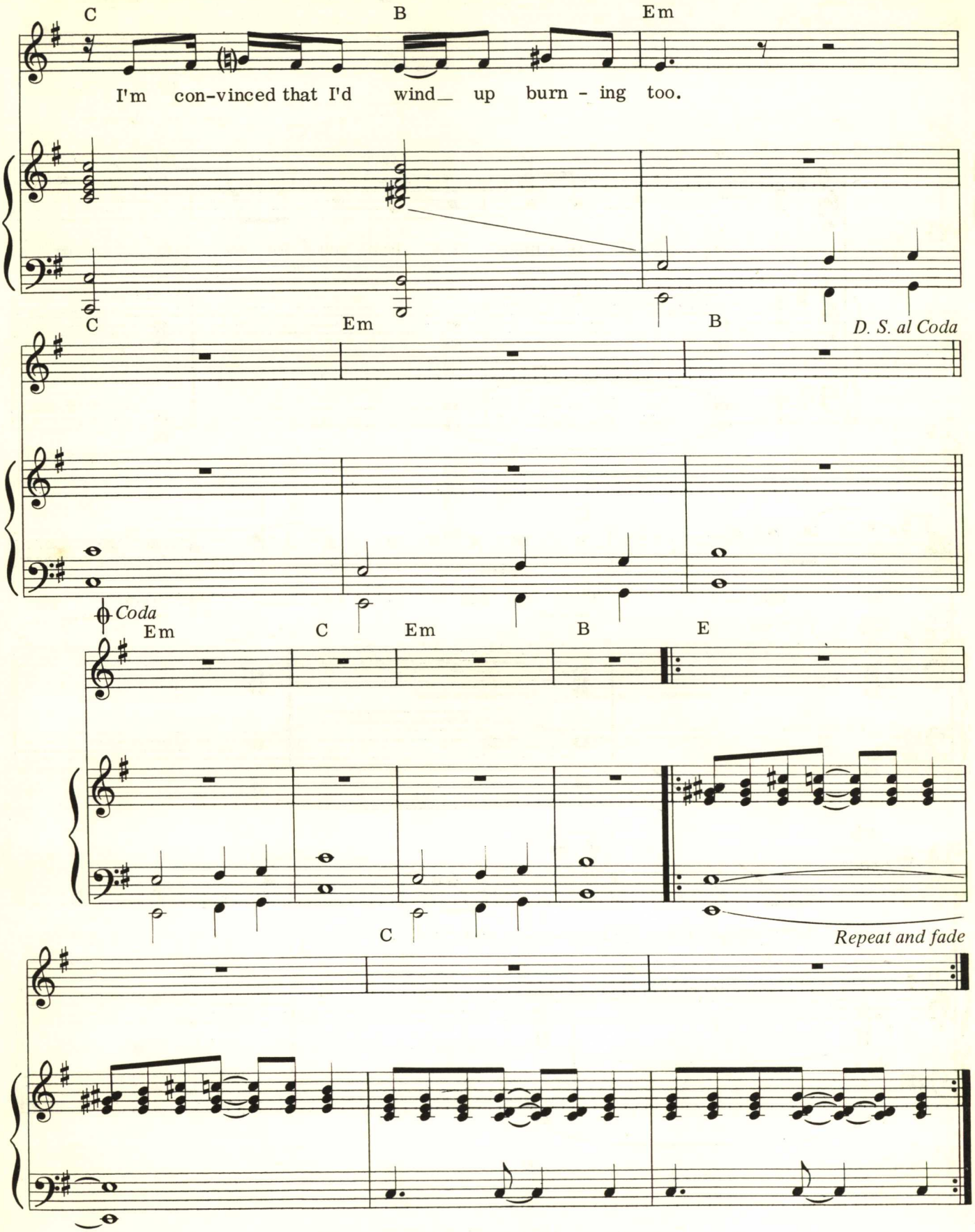

Em
Am/E
Em
Am/E
Em
___ of it.
___ of it.
Em
Win - ter comes___ and the winds___ blow cold - er, well some___
Life's a game___ where they're bound___ to beat___ you, and times___
Am
___ grew wis wis - - er you just___ grew old - er, and
___ a trick___ that can turn___ to cheat___ you, and
D
you nev - er lis - tened an - y way and that's the hell___
we on - ly waste it an - y way and that's the hell___

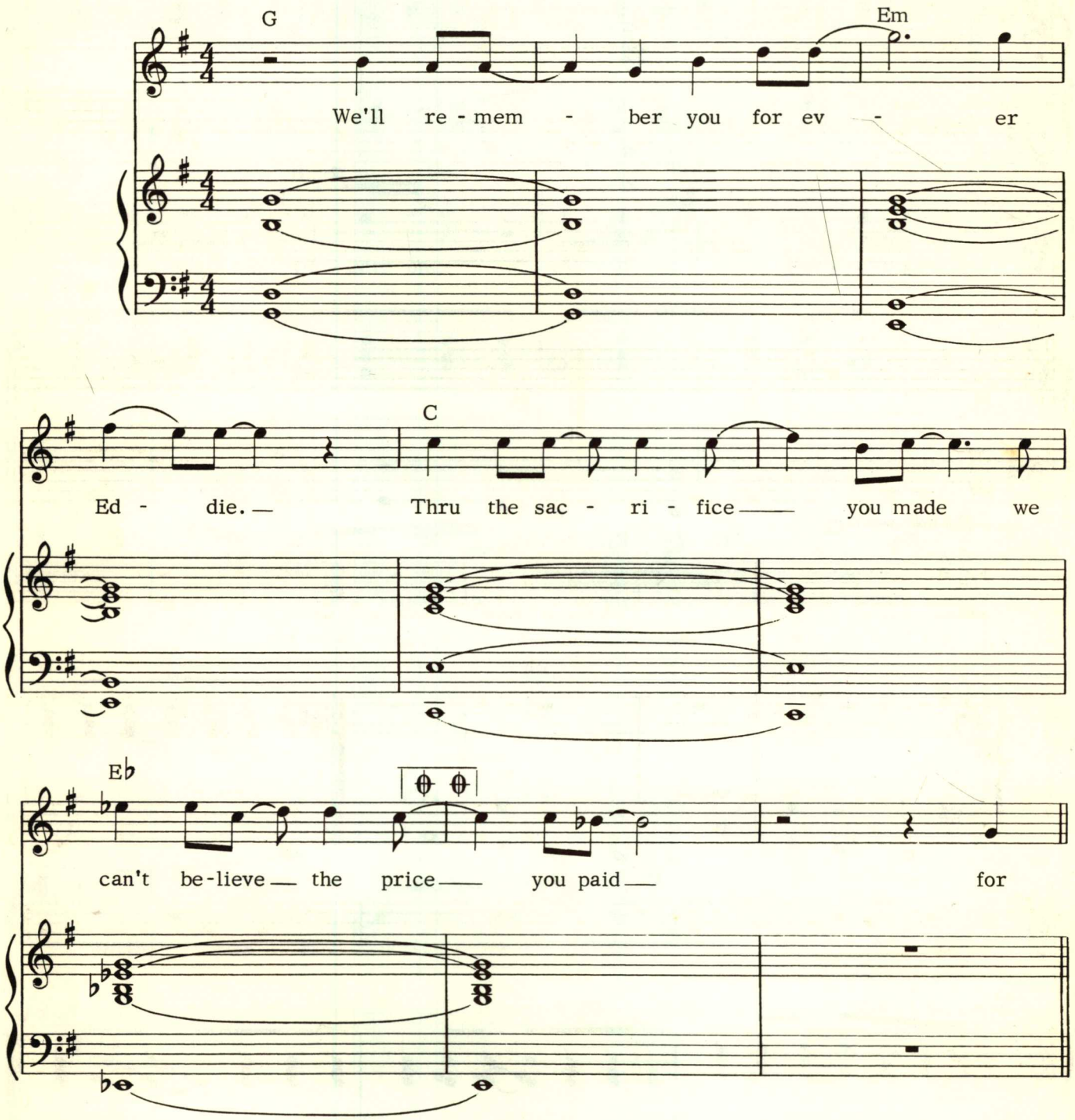

Em
Am/E
Em
Am/E
Em
___ of it.
___ of it.
Chorus:
G
Good for noth - in' bad in bed,___
no - bod - y likes___ you and you're bet - ter off dead, Good - bye___
Em
___ we've all come to say good - bye___ good - bye.


G
Born de - feat-ed died in vain, su - per de - struc - tion you were hooked on pain, and tho'
B Bm B(add 9) Bm B Bm B(add 9) Bm B
your mu - sic lin - gers on all of us are glad you're gone.
E E/D♯
If I could live my life half as
E/D E/C♯
worth - less - ly as you,


C
B
Em
I'm con-vinced that I'd wind_ up burn - ing too.
C
Em
B
D. S. al Coda
Coda
Em
C
Em
B
E
C
Repeat and fade

# GOODBYE, EDDIE, GOODBYE

Words and Music
By
PAUL WILLIAMS

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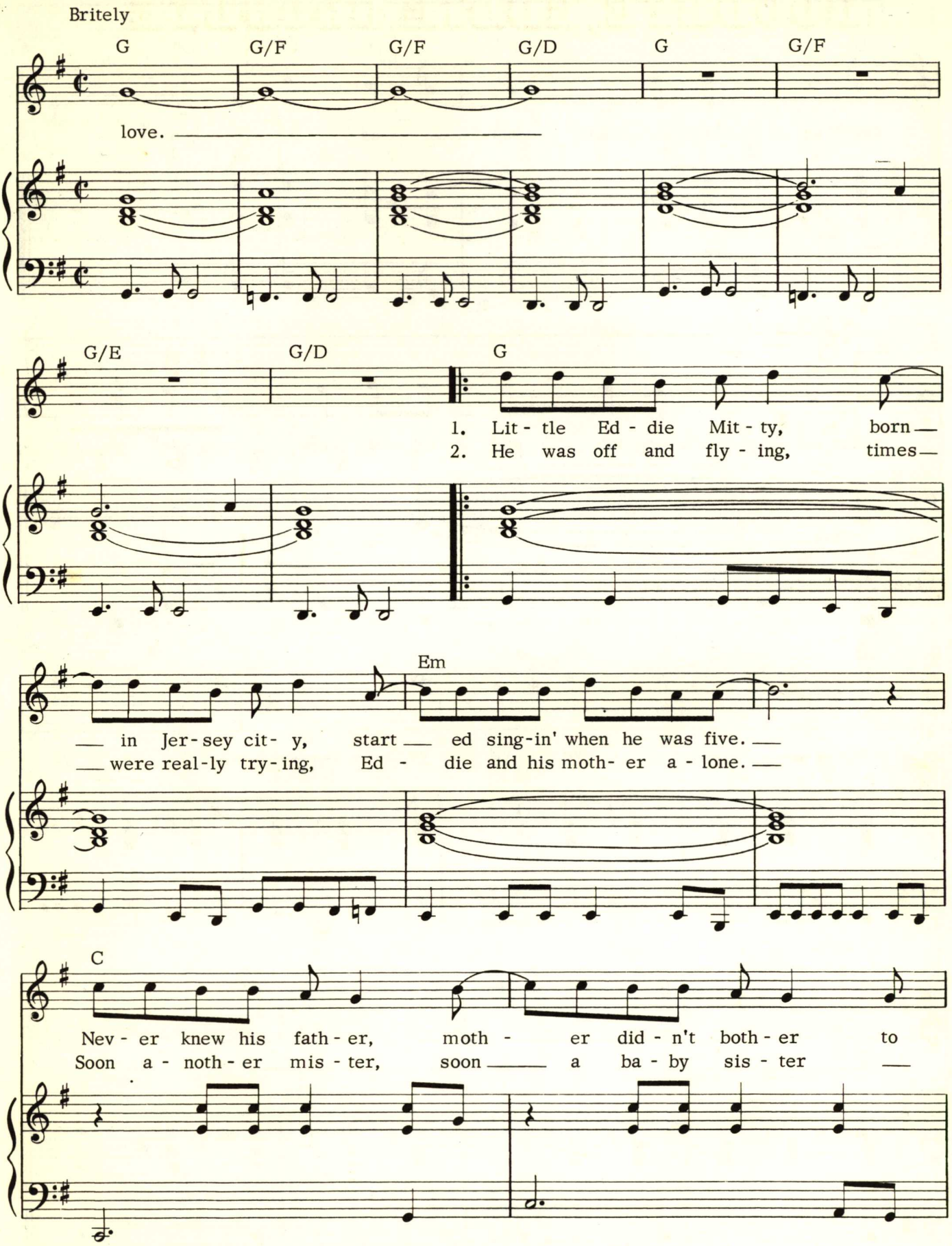
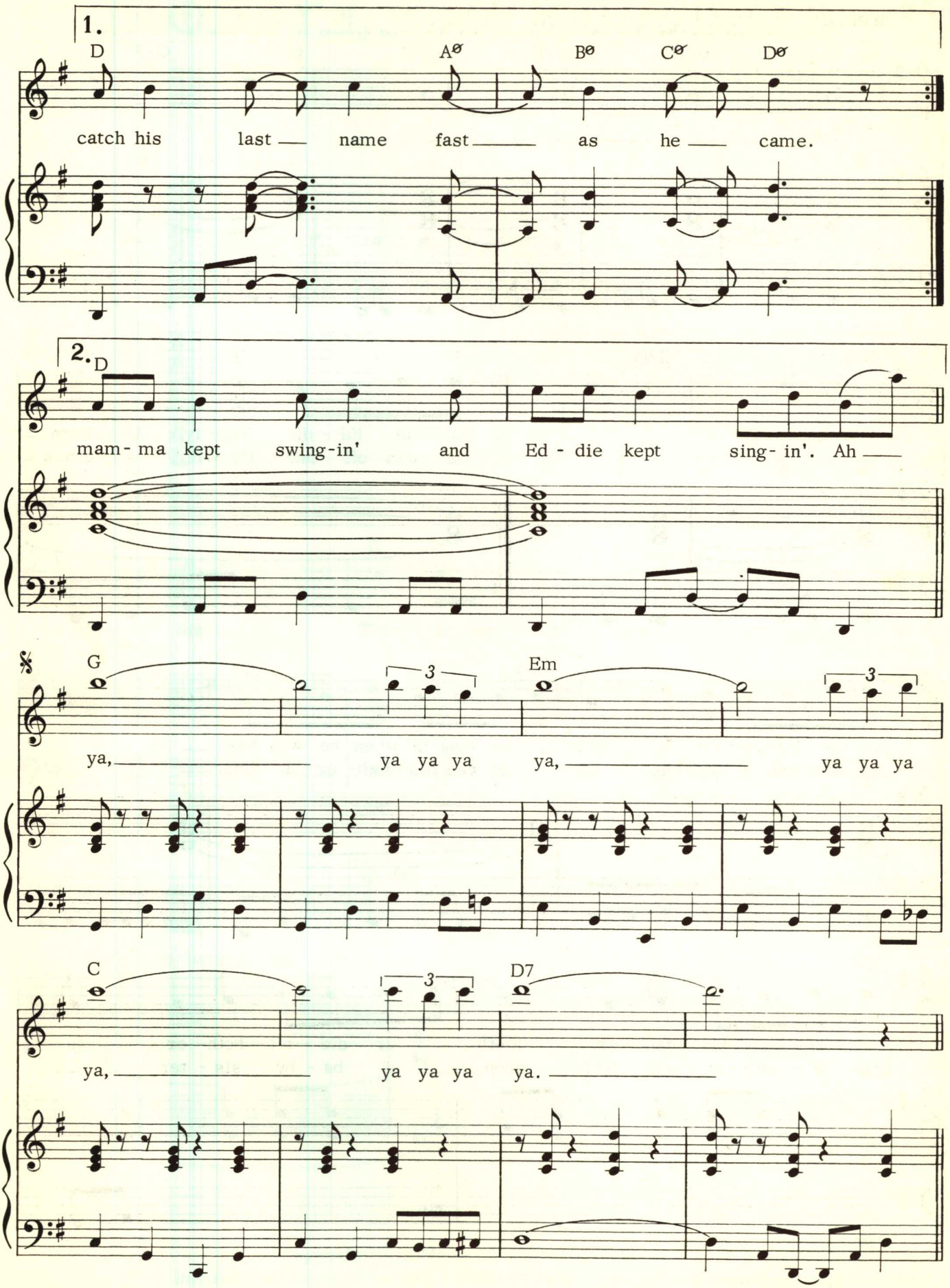
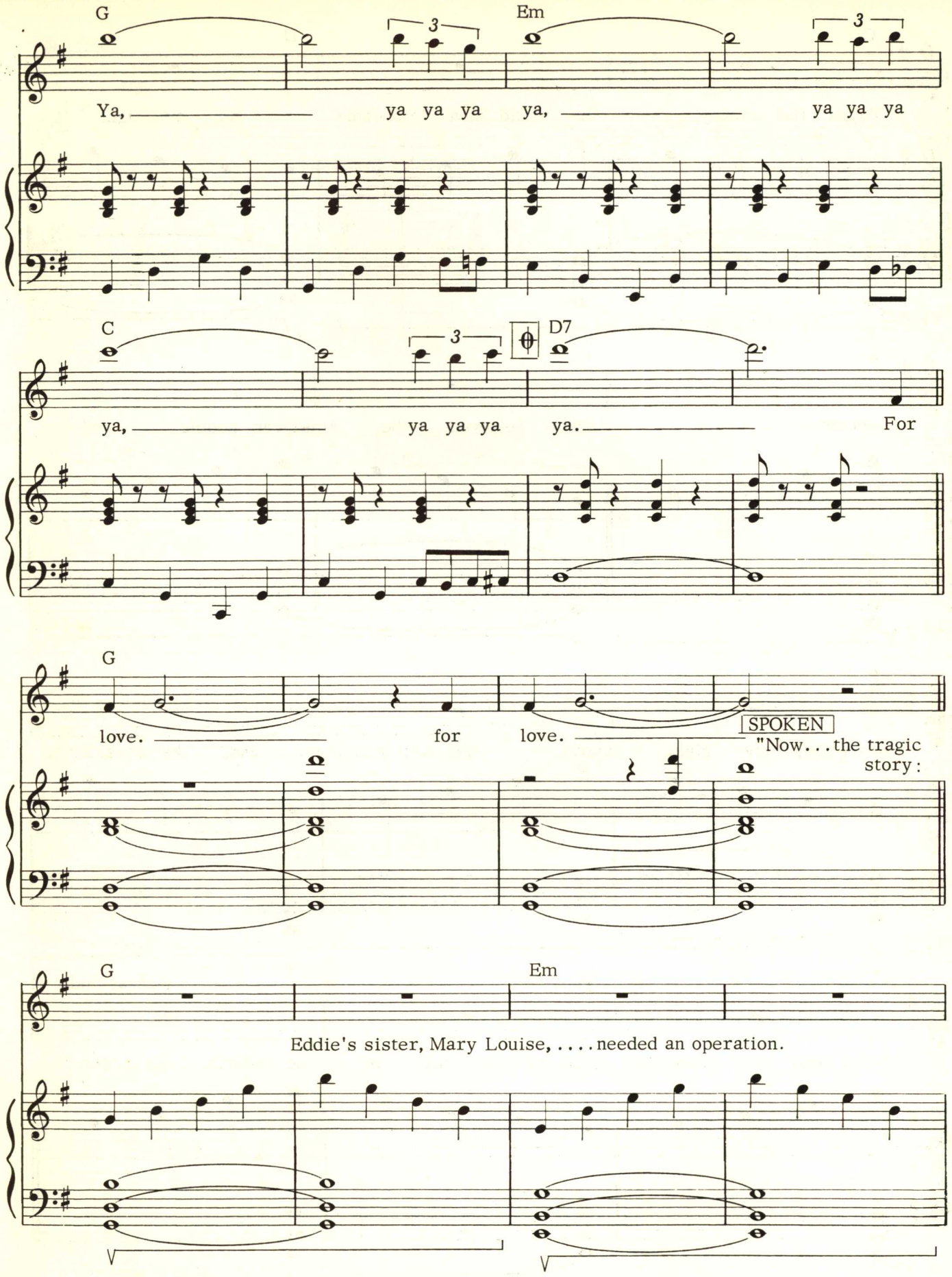
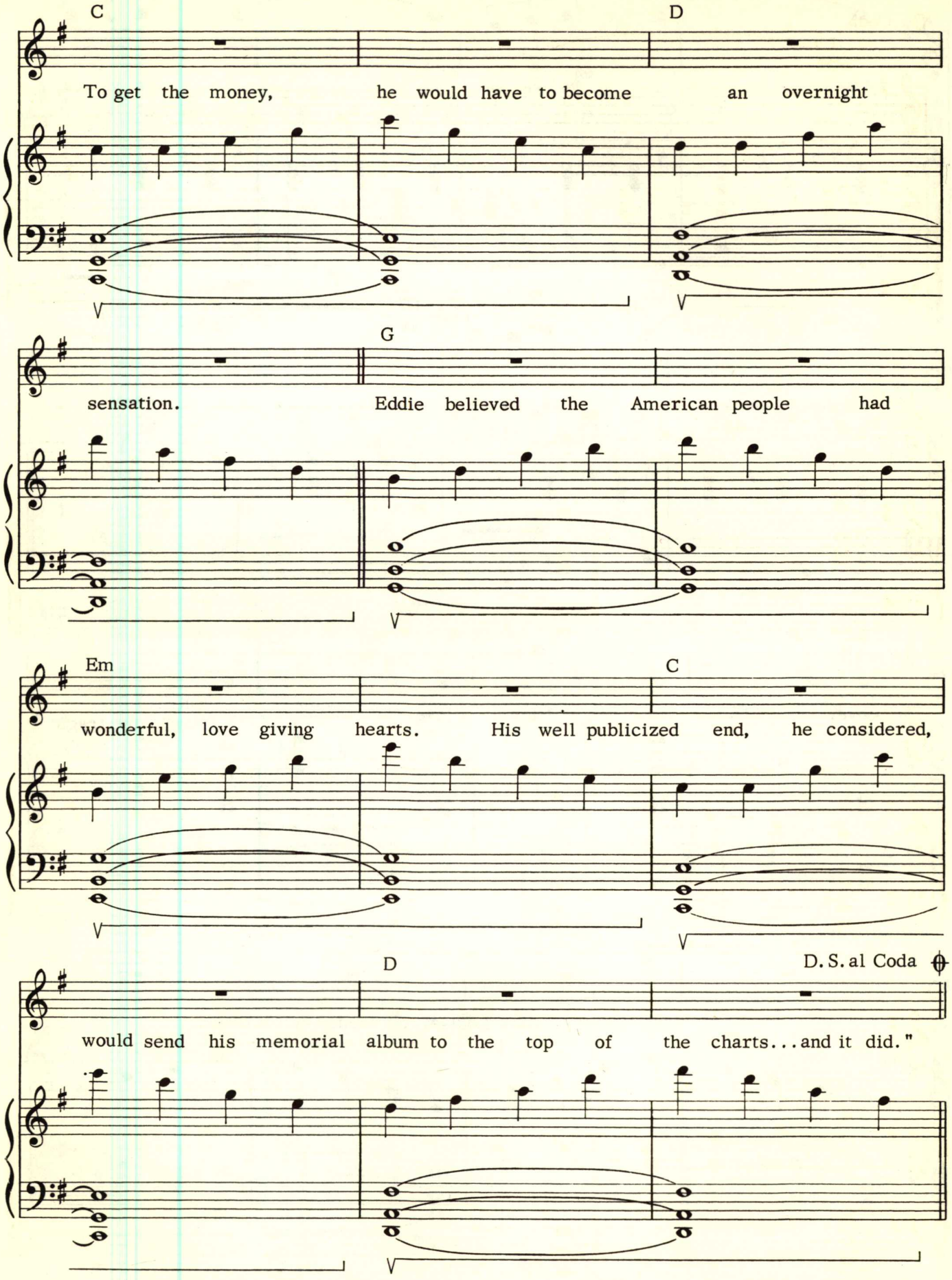
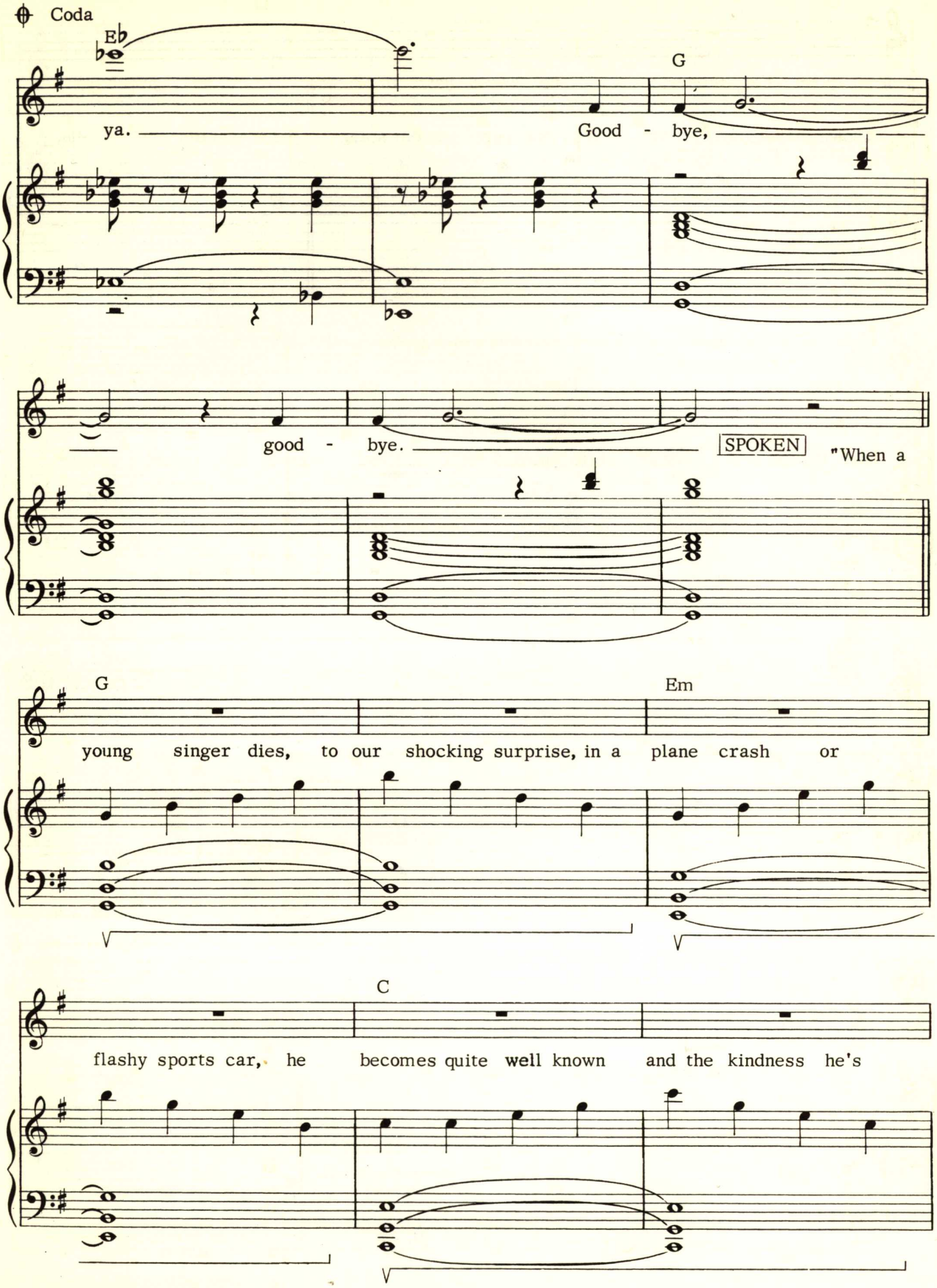
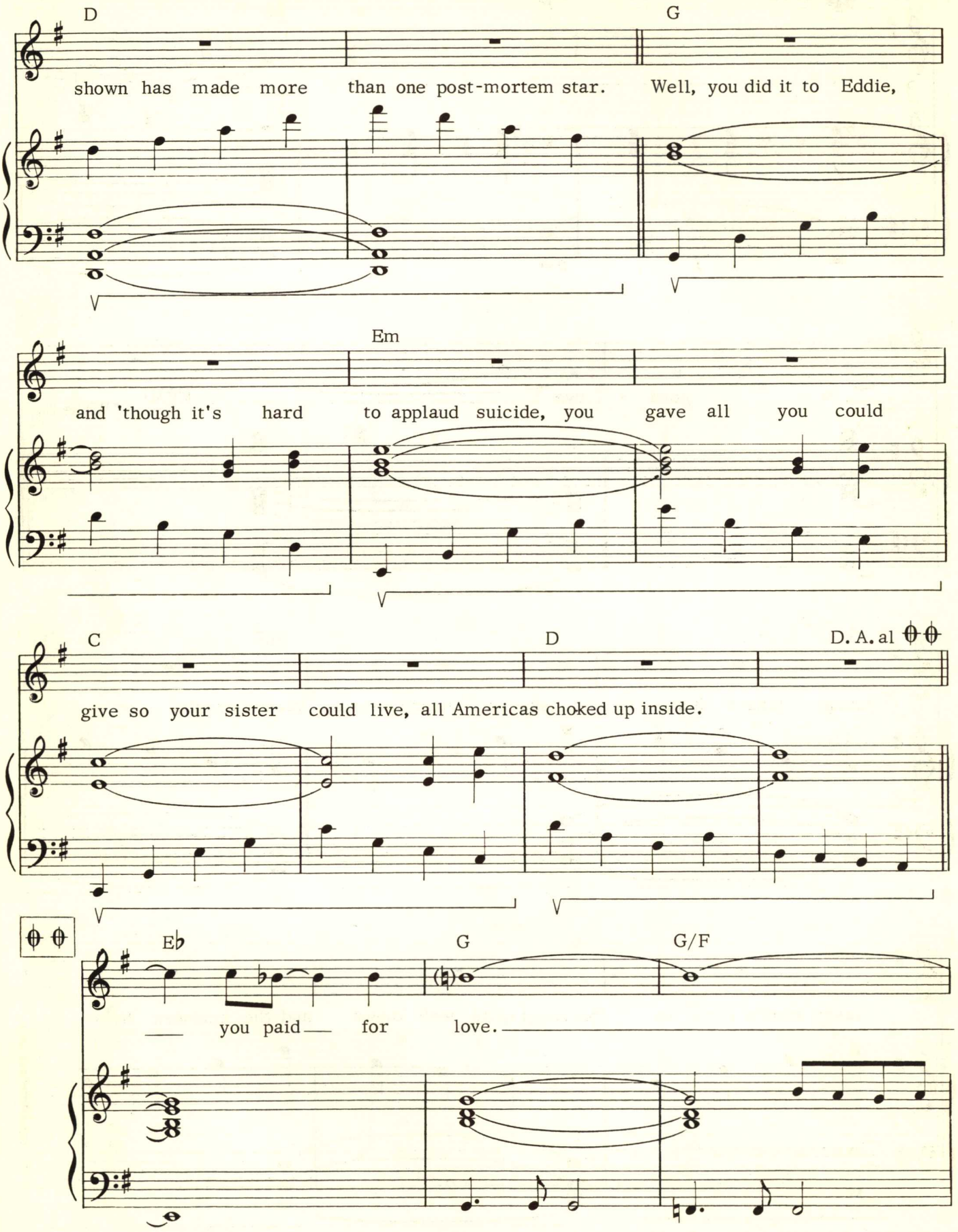

Britely
G
G/F
G/F
G/D
G
G/F
love.
G/E
G/D
G
1. Lit - tle Ed - die Mit - ty, born —
2. He was off and fly - ing, times —
Em
— in Jer - sey cit - y, start — ed sing-in' when he was five. —
— were real-ly try - ing, Ed - die and his moth - er a - lone. —
C
Nev - er knew his fath - er, moth - er did - n't both - er to
Soon a - noth - er mis - ter, soon — a ba - by sis - ter —

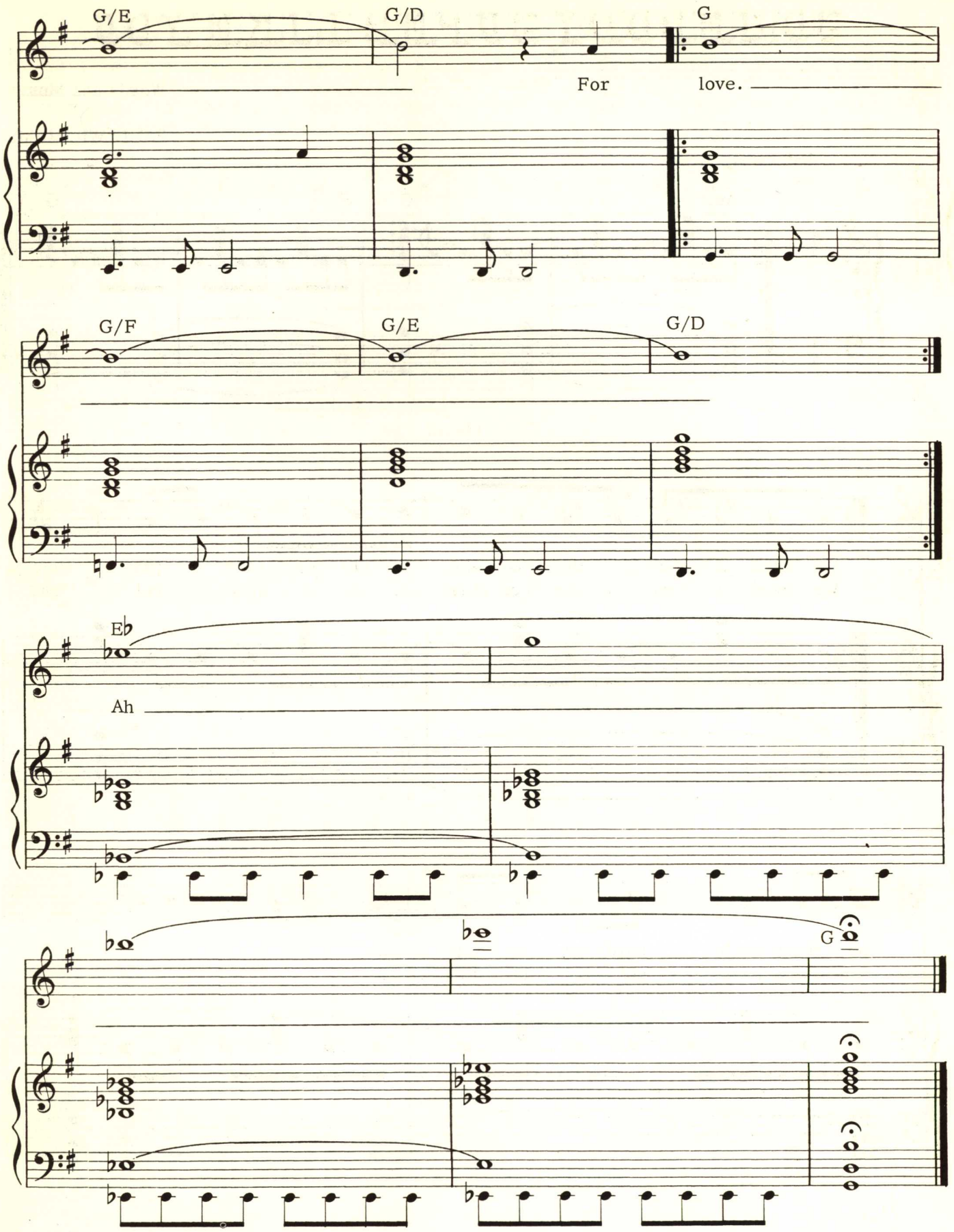

1.
D
Aø
Bø
Cø
Dø
catch his last — name fast — as he — came.
2.
D
mam - ma kept swing-in' and Ed - die kept sing- in'. Ah —
𝄋
G
Em
3
ya, — ya ya ya ya, — ya ya ya
C
D7
ya, — ya ya ya ya. —


G
Em
3
3
Ya, ya ya ya ya, ya ya ya
C
D7
3
ya, ya ya ya ya. For
G
love. for love.
SPOKEN
"Now...the tragic story:
G
Em
Eddie's sister, Mary Louise, ....needed an operation.


C
D
To get the money, he would have to become an overnight
G
sensation. Eddie believed the American people had
Em
C
wonderful, love giving hearts. His well publicized end, he considered,
D
D.S. al Coda
would send his memorial album to the top of the charts...and it did."


Coda
Eb
G
ya.
Good - bye,
good - bye.
SPOKEN
"When a
G
Em
young singer dies, to our shocking surprise, in a plane crash or
C
flashy sports car, he becomes quite well known and the kindness he's

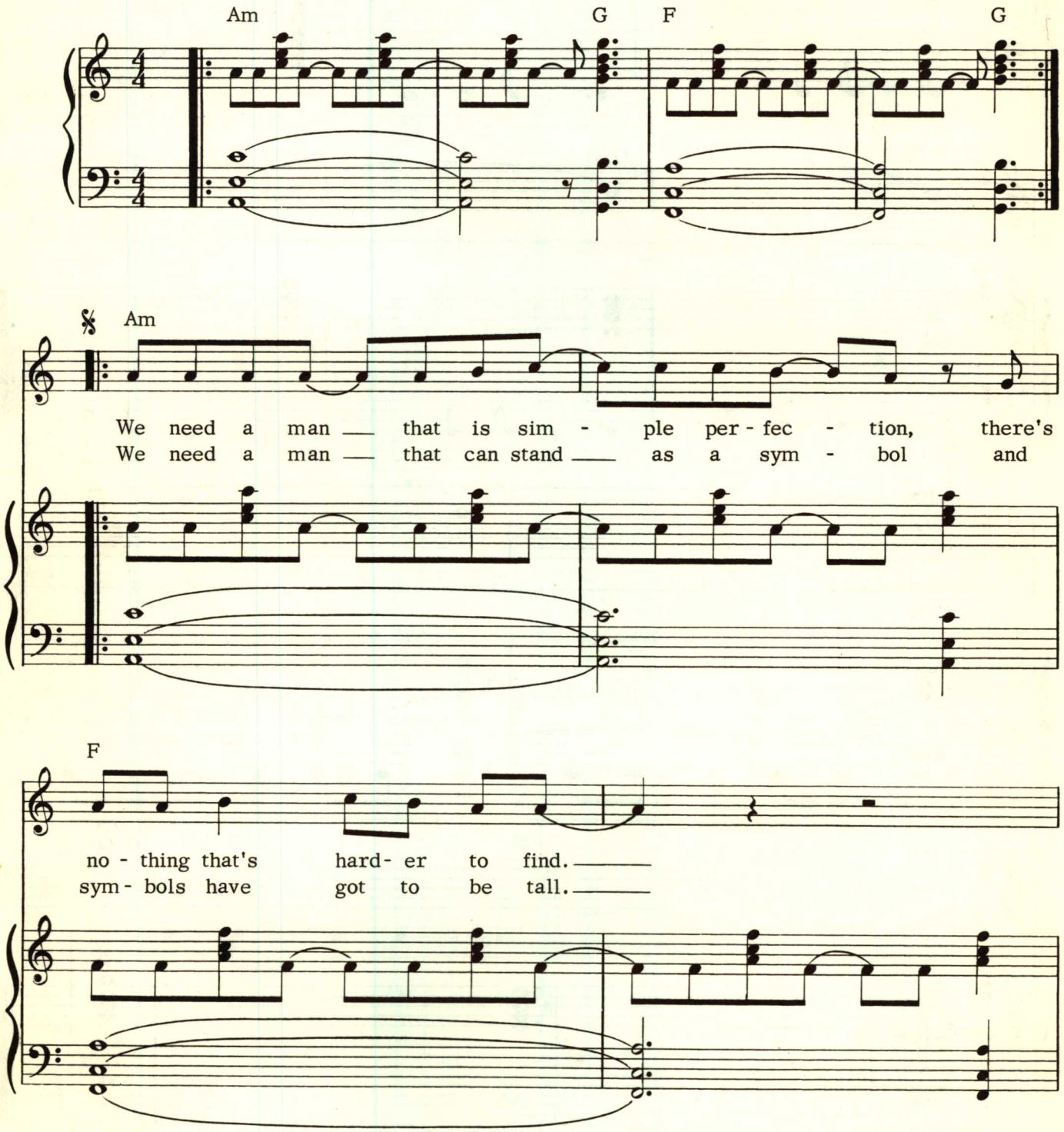

D
G
shown has made more than one post-mortem star. Well, you did it to Eddie,
Em
and 'though it's hard to applaud suicide, you gave all you could
C
D
D. A. al
give so your sister could live, all Americas choked up inside.
Eb
G
G/F
you paid for love.


G/E
G/D
G
For
love.
G/F
G/E
G/D
Eb
Ah
G

# SOMEBODY SUPER LIKE YOU

Words and Music
By
PAUL WILLIAMS

Moderately Brite

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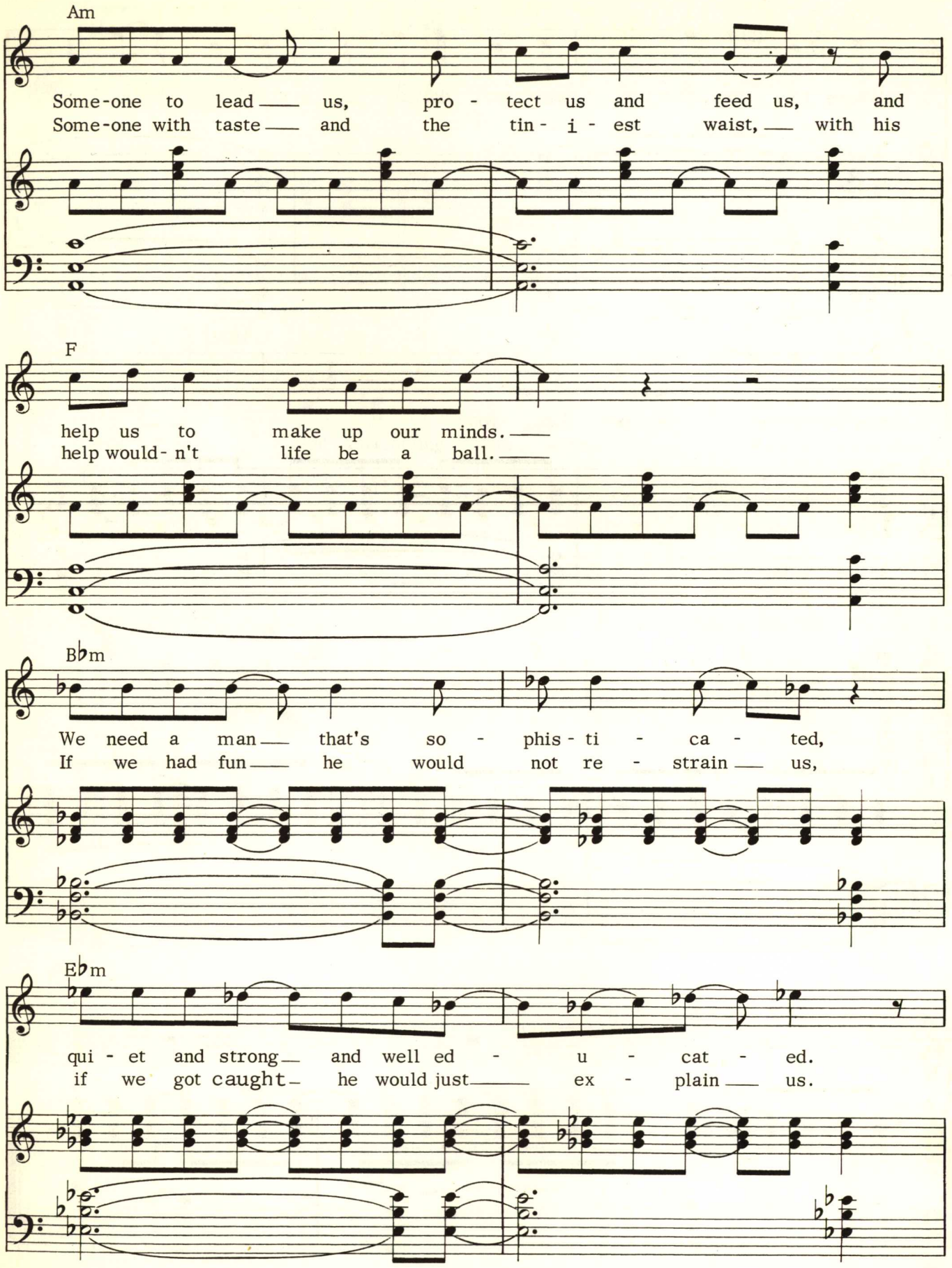
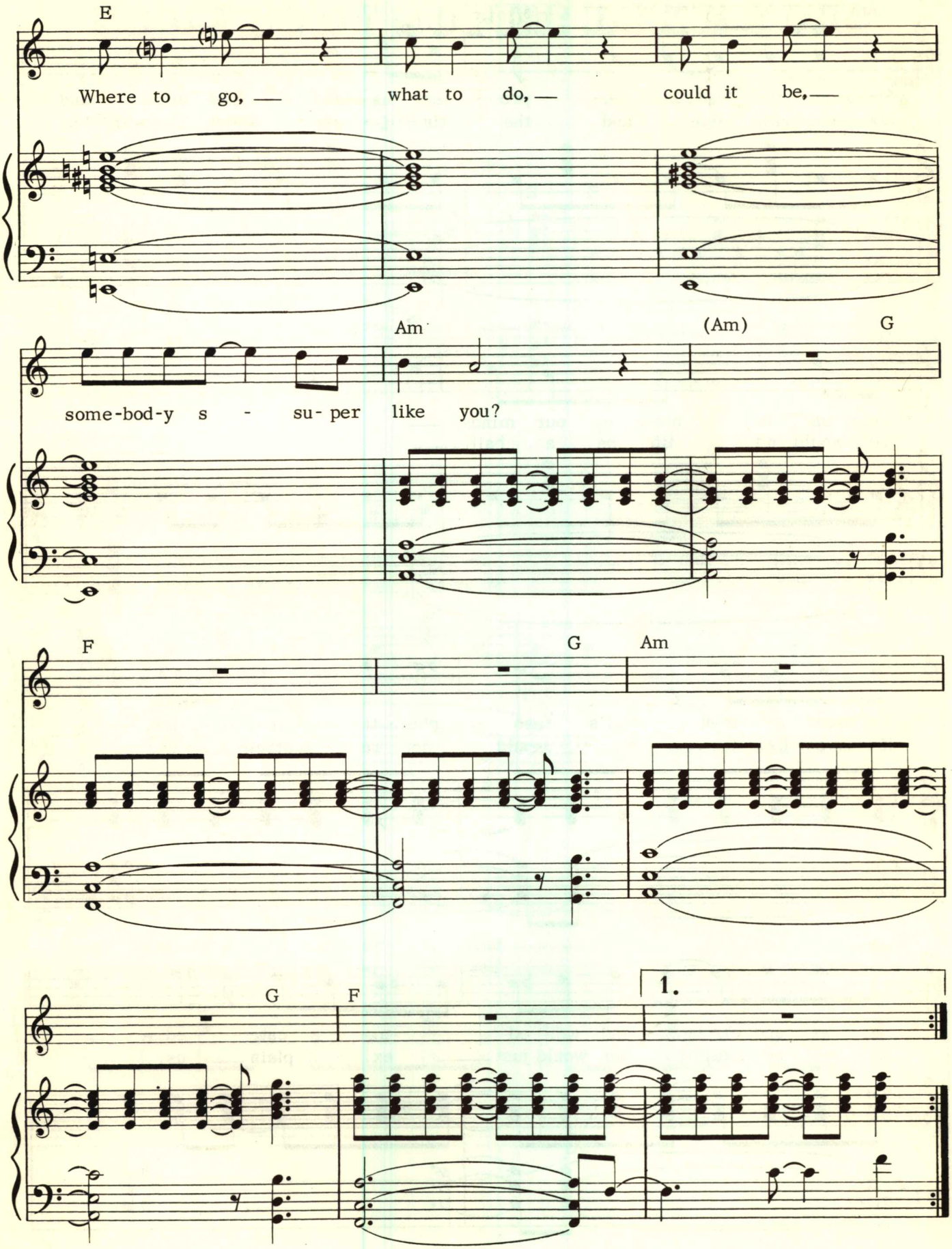
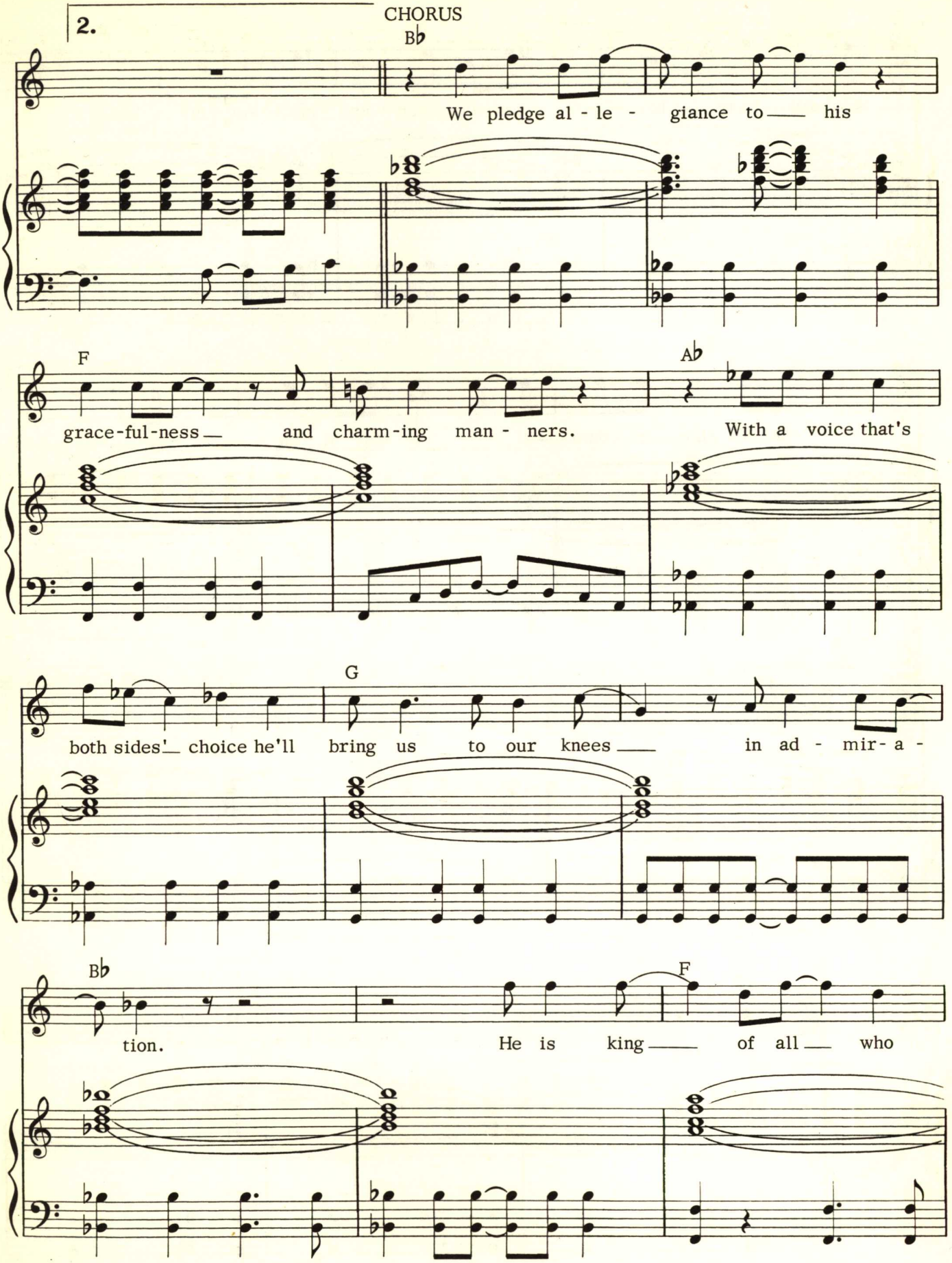
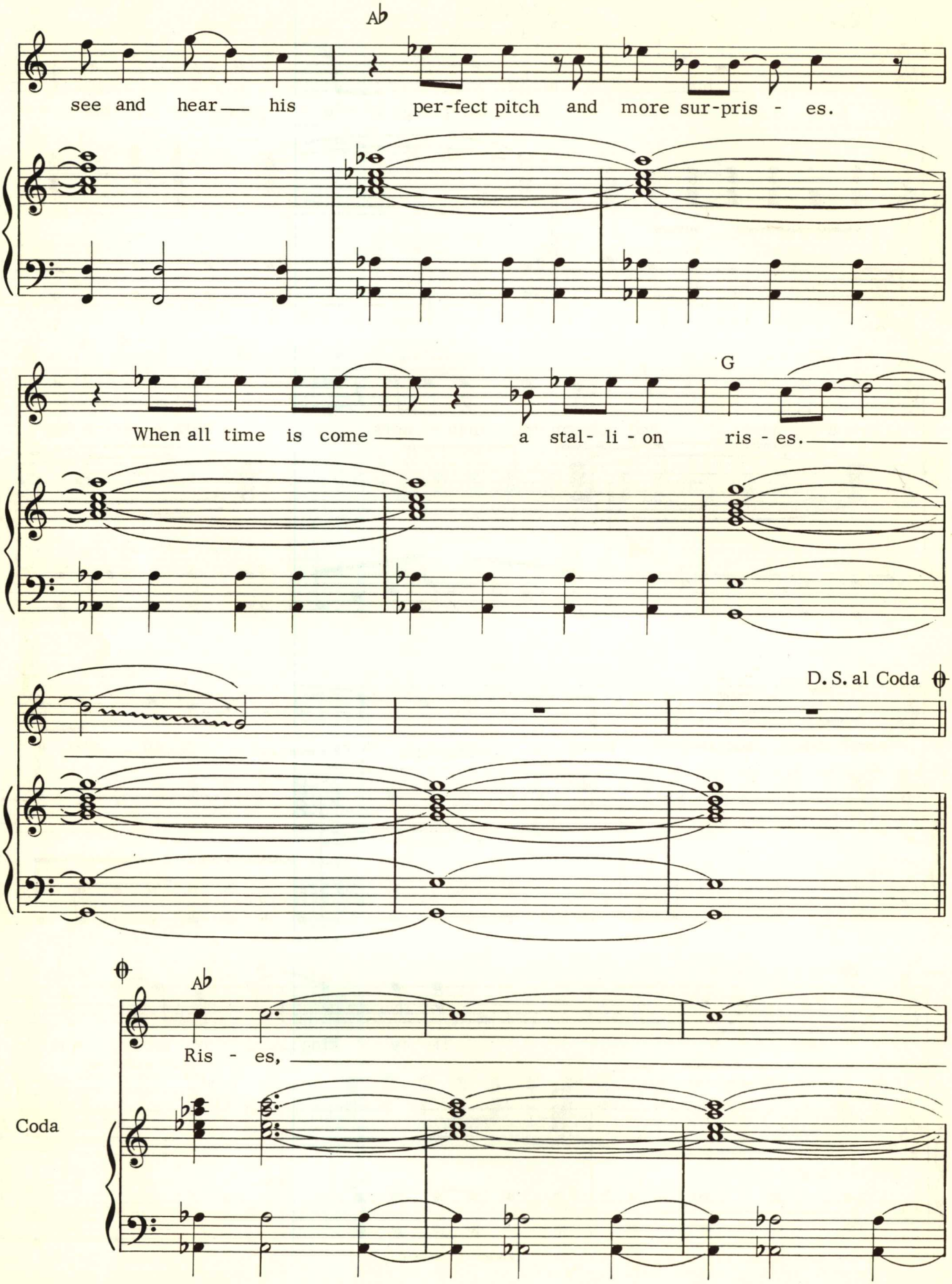
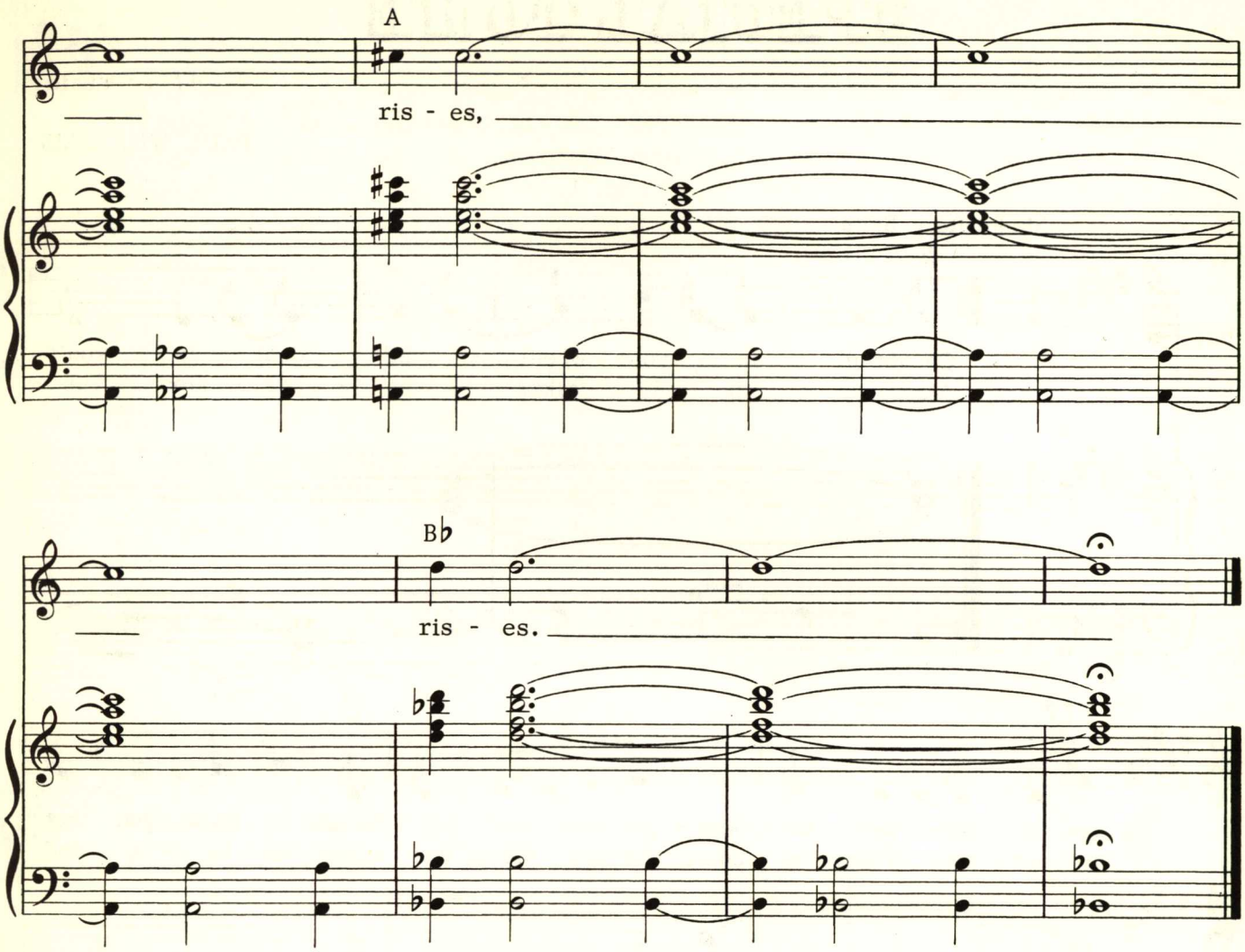

Am
Some-one to lead us, pro - tect us and feed us, and
Some-one with taste and the tin - i - est waist, with his
F
help us to make up our minds.
help would- n't life be a ball.
B♭m
We need a man that's so - phis - ti - ca - ted,
If we had fun he would not re - strain us,
E♭m
qui - et and strong and well ed - u - cat - ed.
if we got caught he would just ex - plain us.


E
Where to go, — what to do, — could it be, —
Am (Am) G
some-bod-y s - su-per like you?
F G Am
G F
1.


2.
CHORUS
B♭
We pledge al - le - giance to his
F
grace-ful-ness and charm-ing man - ners.
A♭
With a voice that's
G
both sides' choice he'll bring us to our knees in ad - mir- a -
B♭
tion.
F
He is king of all who


A♭
see and hear his per-fect pitch and more sur-pris - es.
When all time is come a stal- li - on ris - es.
G
D. S. al Coda
A♭
Ris - es,
Coda






VERSE 3:

We need a man with a head on his shoulders,
a nose that is simply divine.

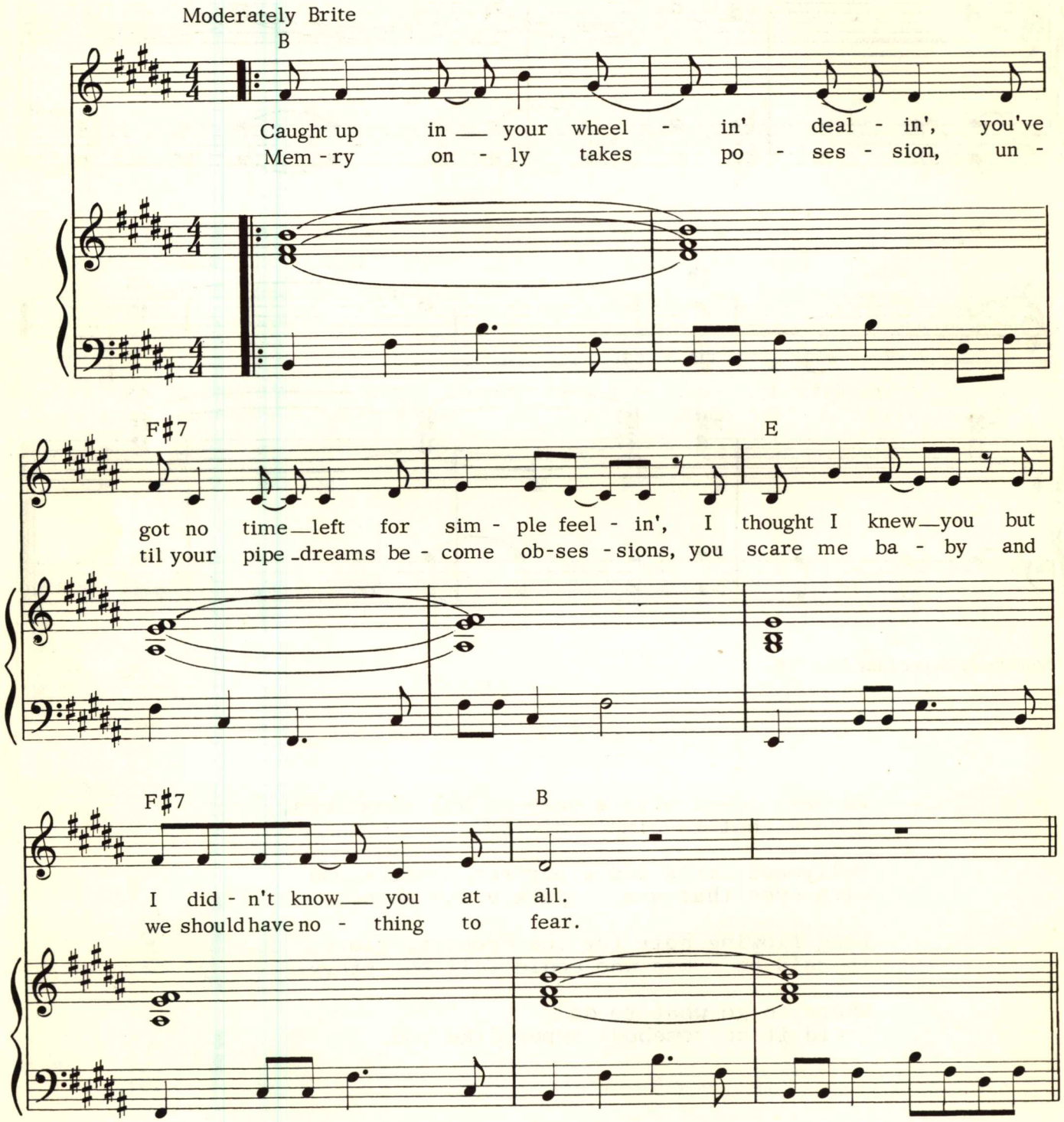
Hollywood smile and a perfect profile and
with eyes that would sparkle and shine.

Long flowing hair for the crowning glory,
there'd be a man who could tell our story.

Where to go what to do
Could it be somebody super like you.

# SPECIAL TO ME

Words and Music
By
PAUL WILLIAMS

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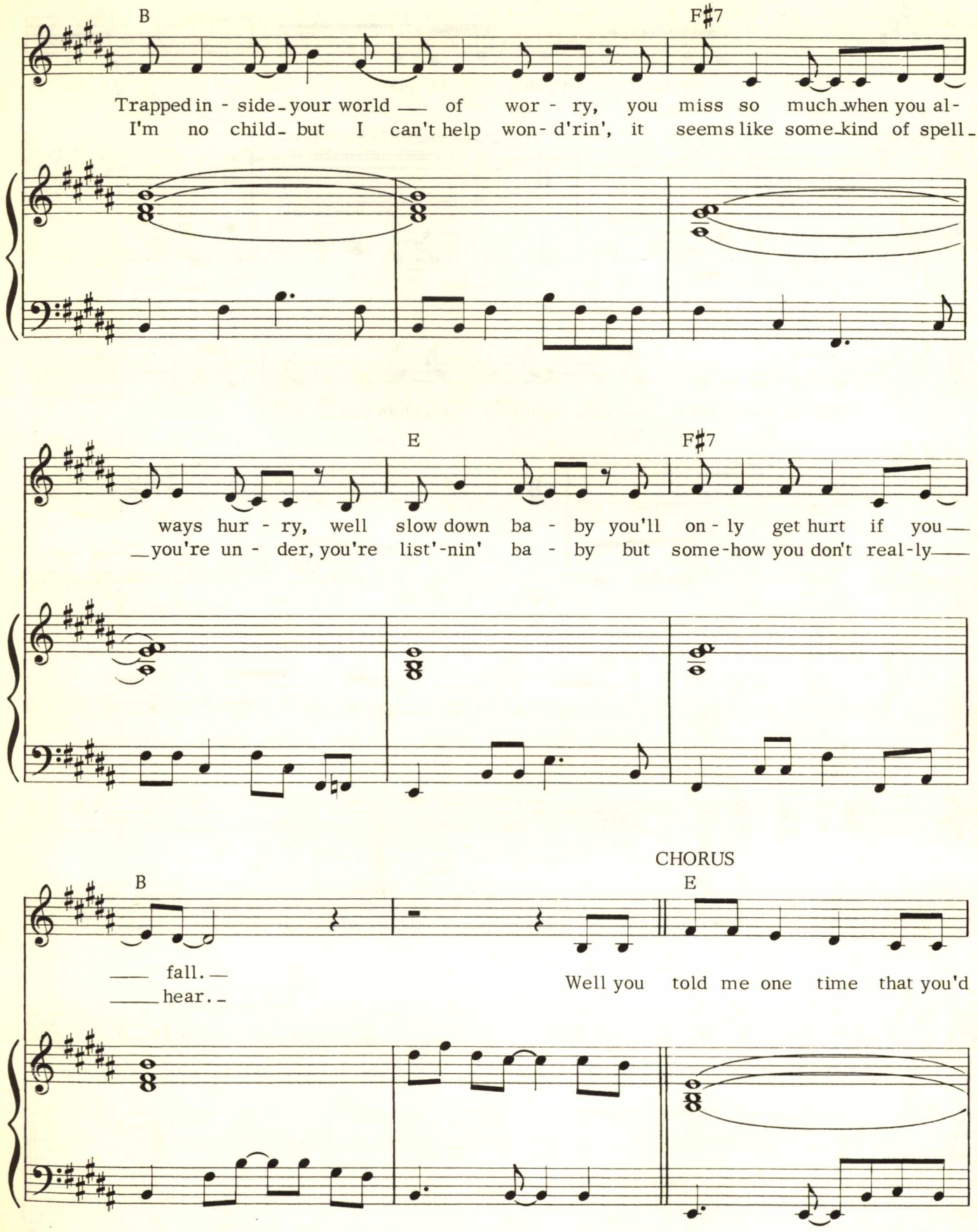
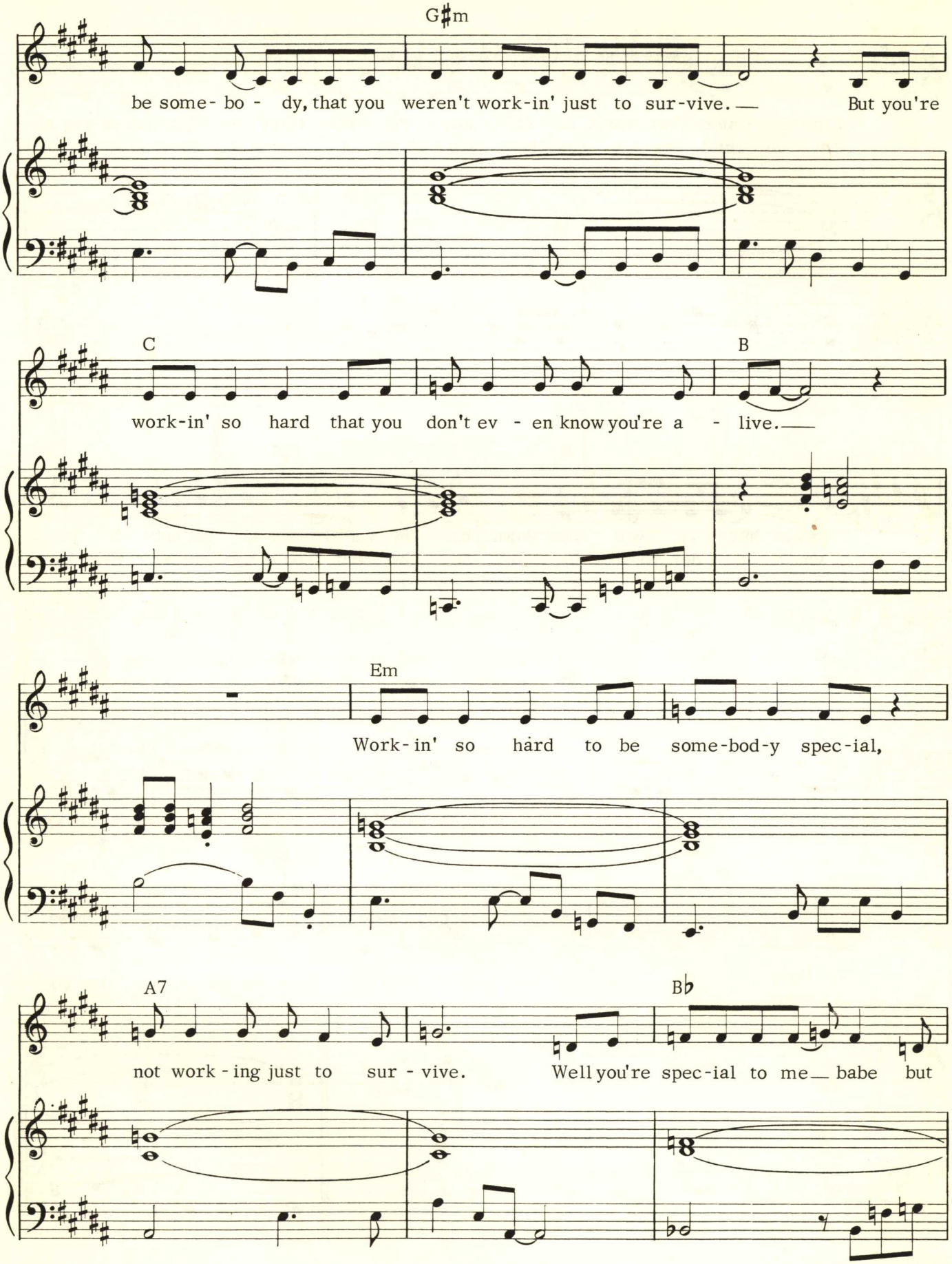
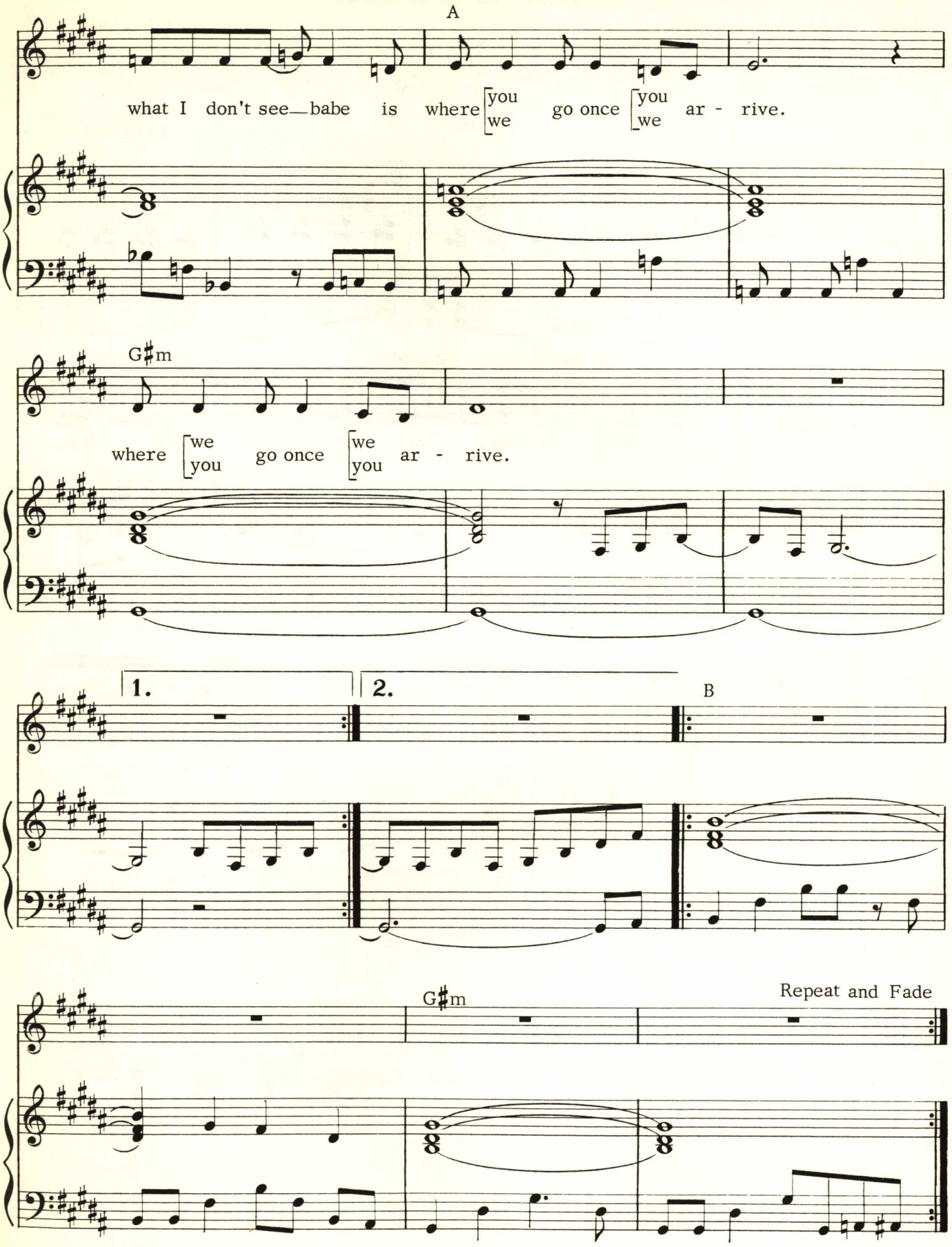
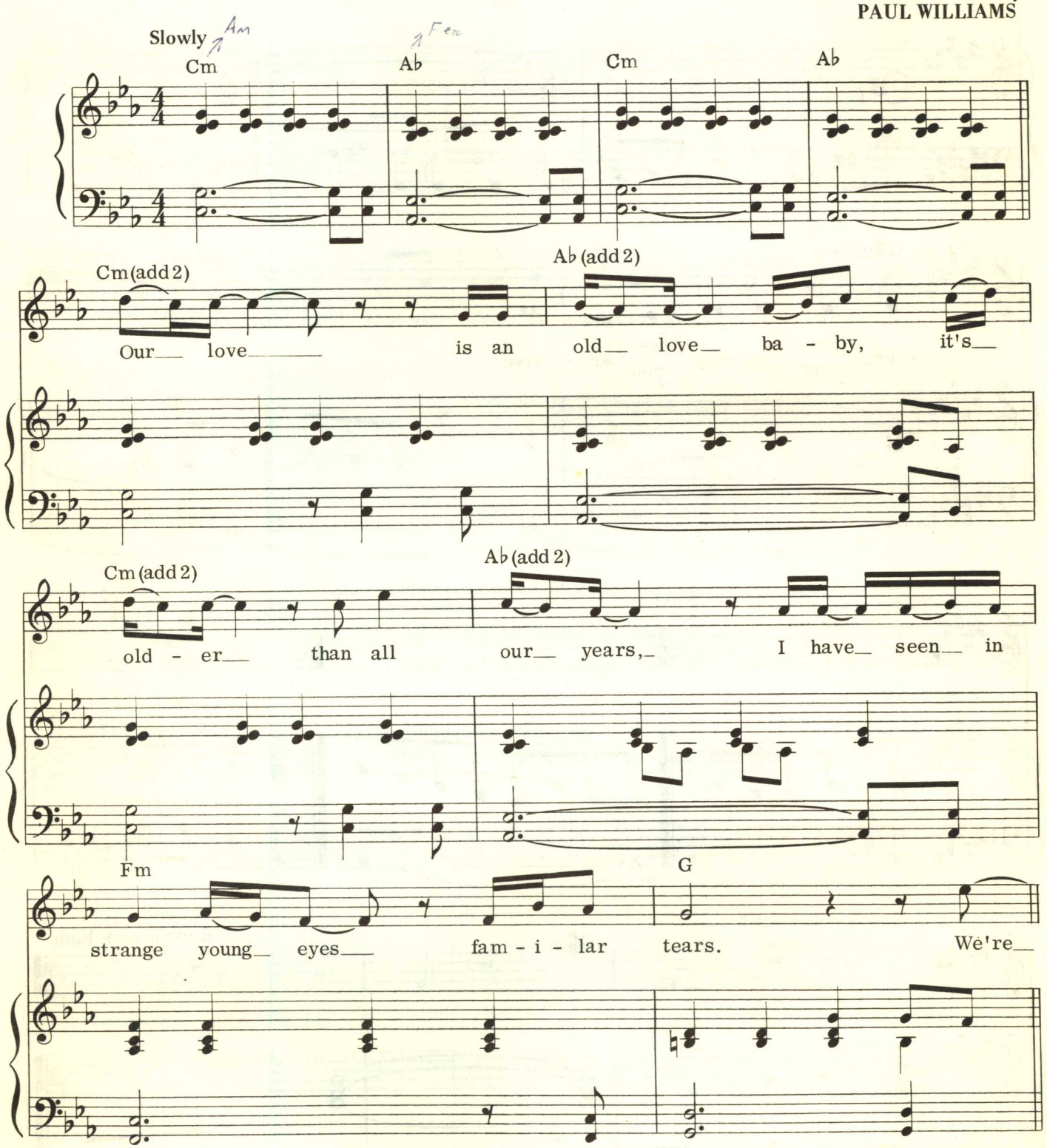

B
F♯7
Trapped in - side - your world — of wor - ry, you miss so much when you al-
I'm no child - but I can't help won - d'rin', it seems like some - kind of spell -
E
F♯7
ways hur - ry, well slow down ba - by you'll on - ly get hurt if you —
— you're un - der, you're list'-nin' ba - by but some - how you don't real - ly —
CHORUS
B
E
— fall. —
— hear. -
Well you told me one time that you'd


G♯m
be some- bo - dy, that you weren't work-in' just to sur-vive. — But you're
C
B
work-in' so hard that you don't ev - en know you're a - live. —
Em
Work-in' so hard to be some-bod-y spec-ial,
A7
B♭
not work - ing just to sur - vive. Well you're spec-ial to me — babe but


A
what I don't see—babe is where [you / we] go once [you / we] ar - rive.
G♯m
where [we / you] go once [we / you] ar - rive.
1.
2.
B
G♯m
Repeat and Fade

# OLD SOULS

Words and Music by
PAUL WILLIAMS

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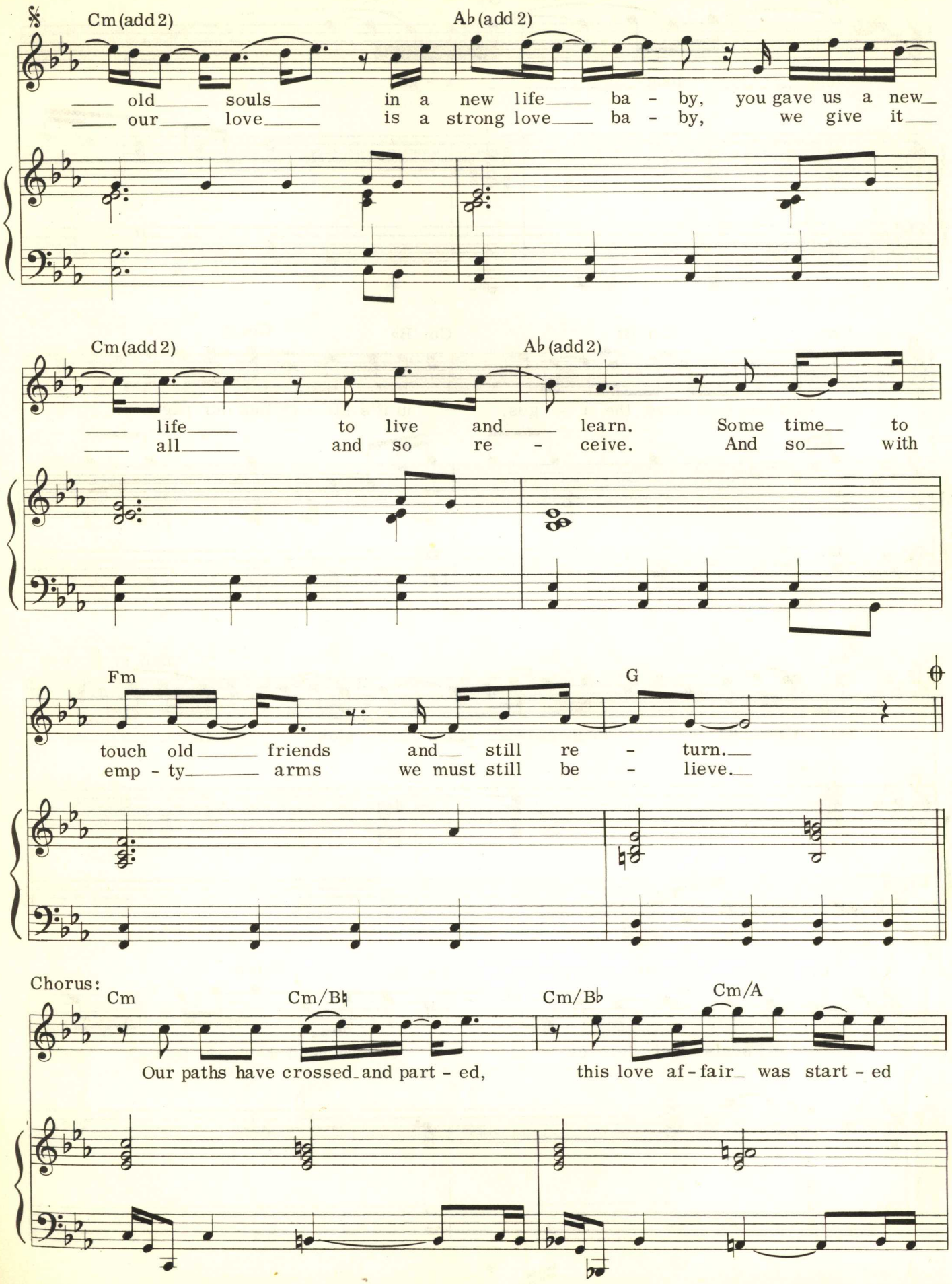
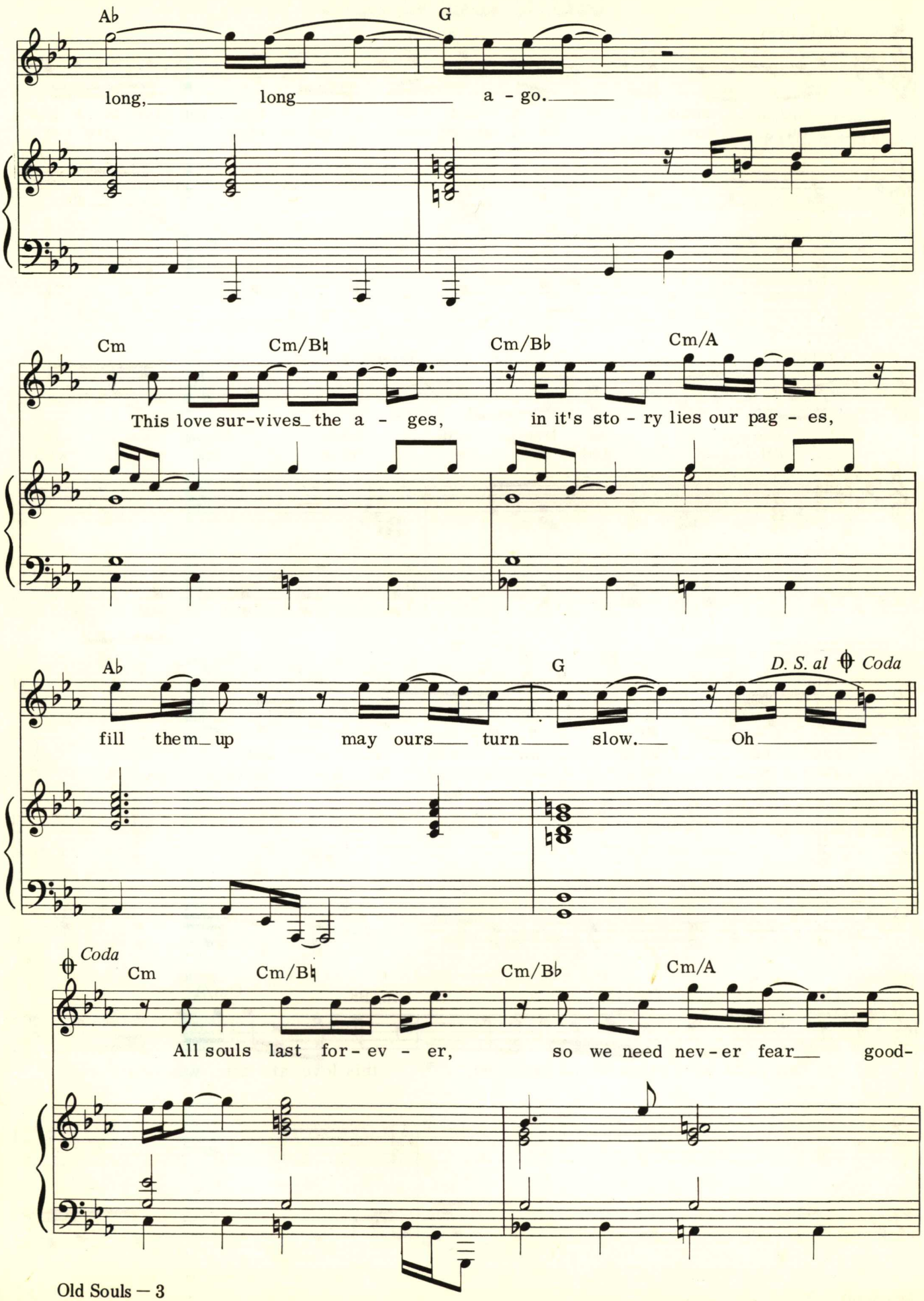
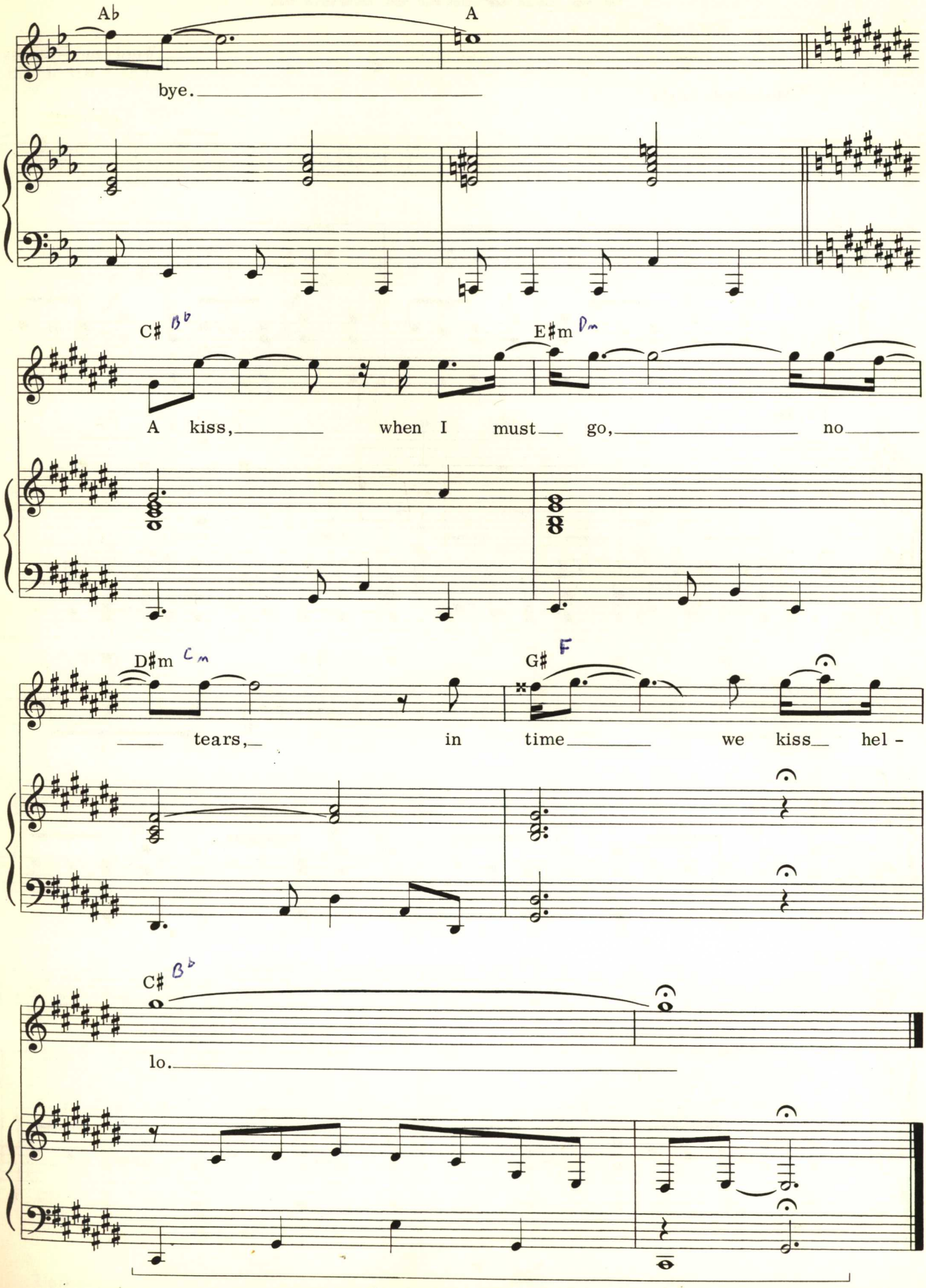
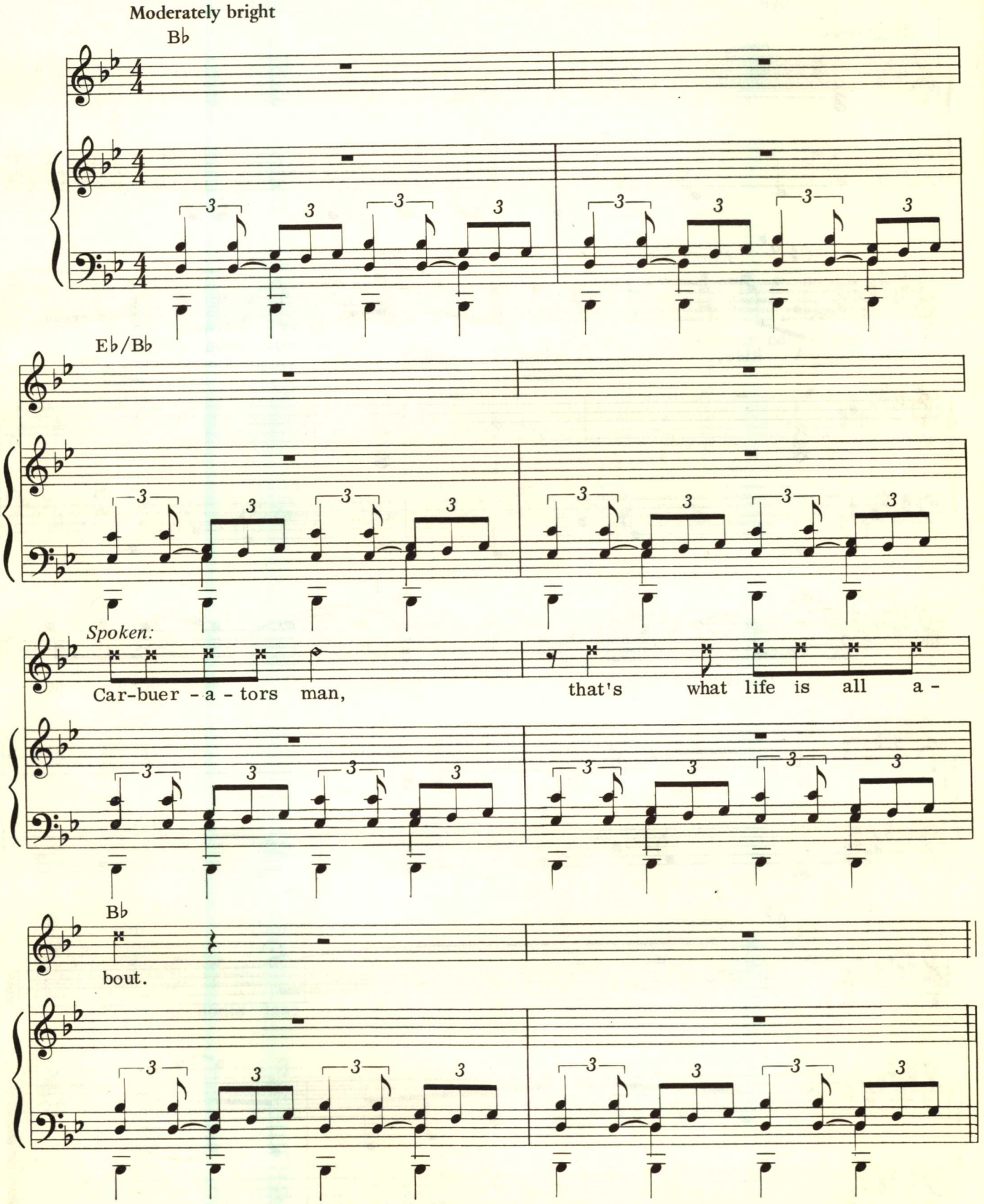

Cm(add 2)
Ab(add 2)
old souls in a new life ba - by, you gave us a new
our love is a strong love ba - by, we give it
Cm(add 2)
Ab(add 2)
life to live and learn. Some time to
all and so re - ceive. And so with
Fm
G
touch old friends and still re - turn.
emp - ty arms we must still be - lieve.
Chorus:
Cm
Cm/B♮
Cm/B♭
Cm/A
Our paths have crossed and part - ed, this love af - fair was start - ed


A♭
G
long, long a - go.
Cm
Cm/B♮
Cm/B♭
Cm/A
This love sur-vives the a - ges, in it's sto - ry lies our pag - es,
A♭
G
D. S. al Coda
fill them up may ours turn slow. Oh
Coda
Cm
Cm/B♮
Cm/B♭
Cm/A
All souls last for - ev - er, so we need nev - er fear good-


Ab
A
bye.
C# Bb
E#m Dm
A kiss, when I must go, no
D#m Cm
G# F
tears, in time we kiss hel -
C# Bb
lo.

# UPHOLSTERY

Words and Music by
PAUL WILLIAMS

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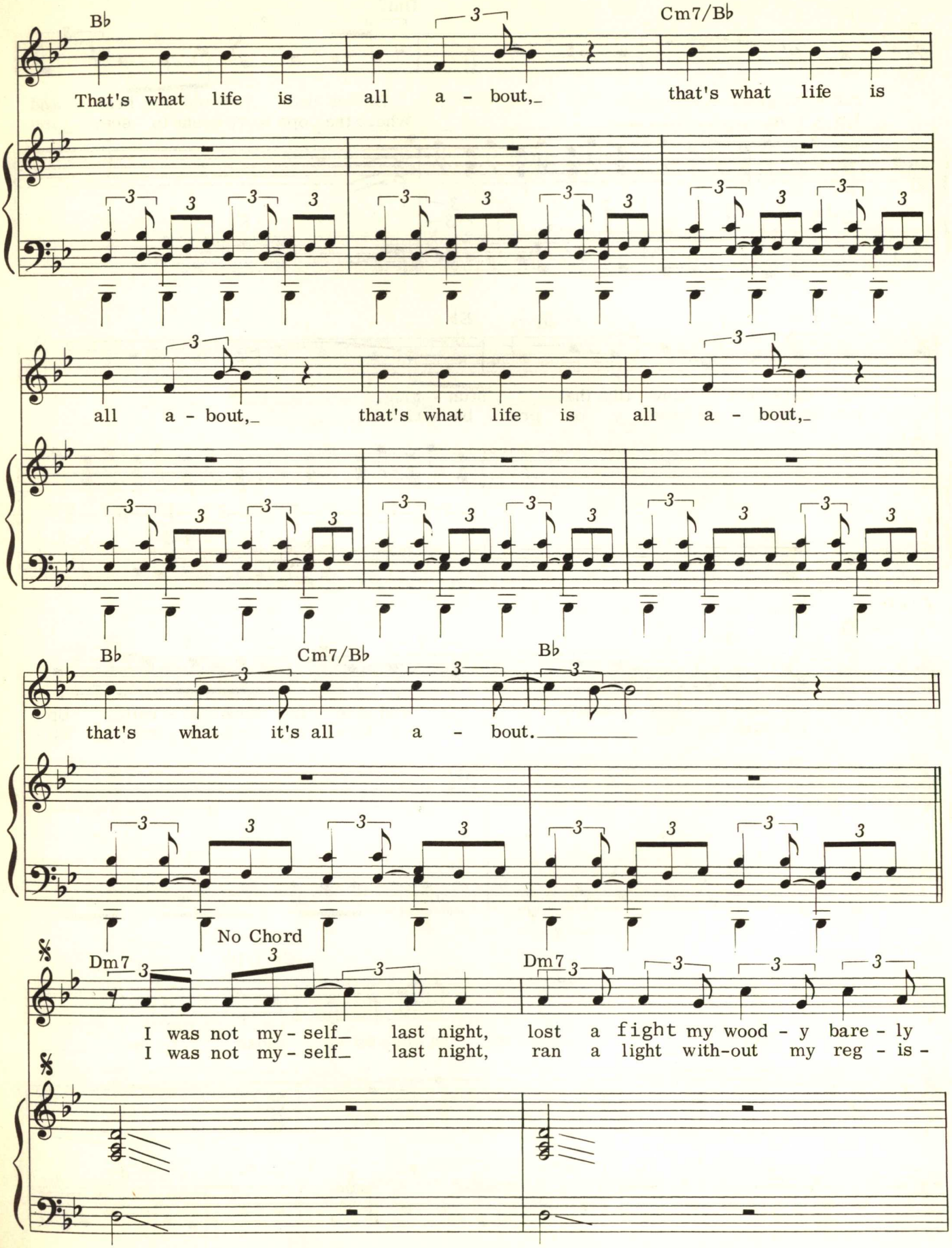
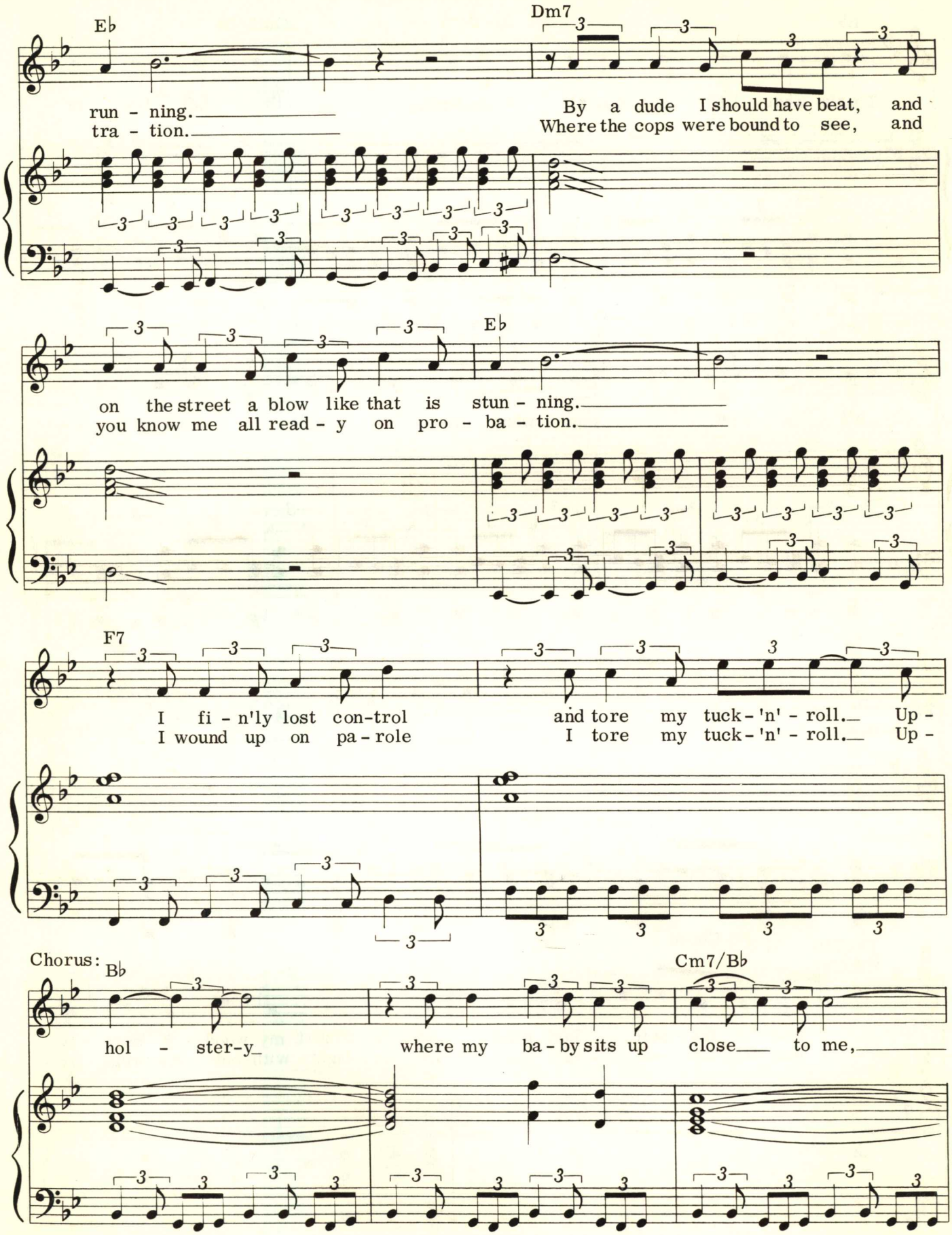
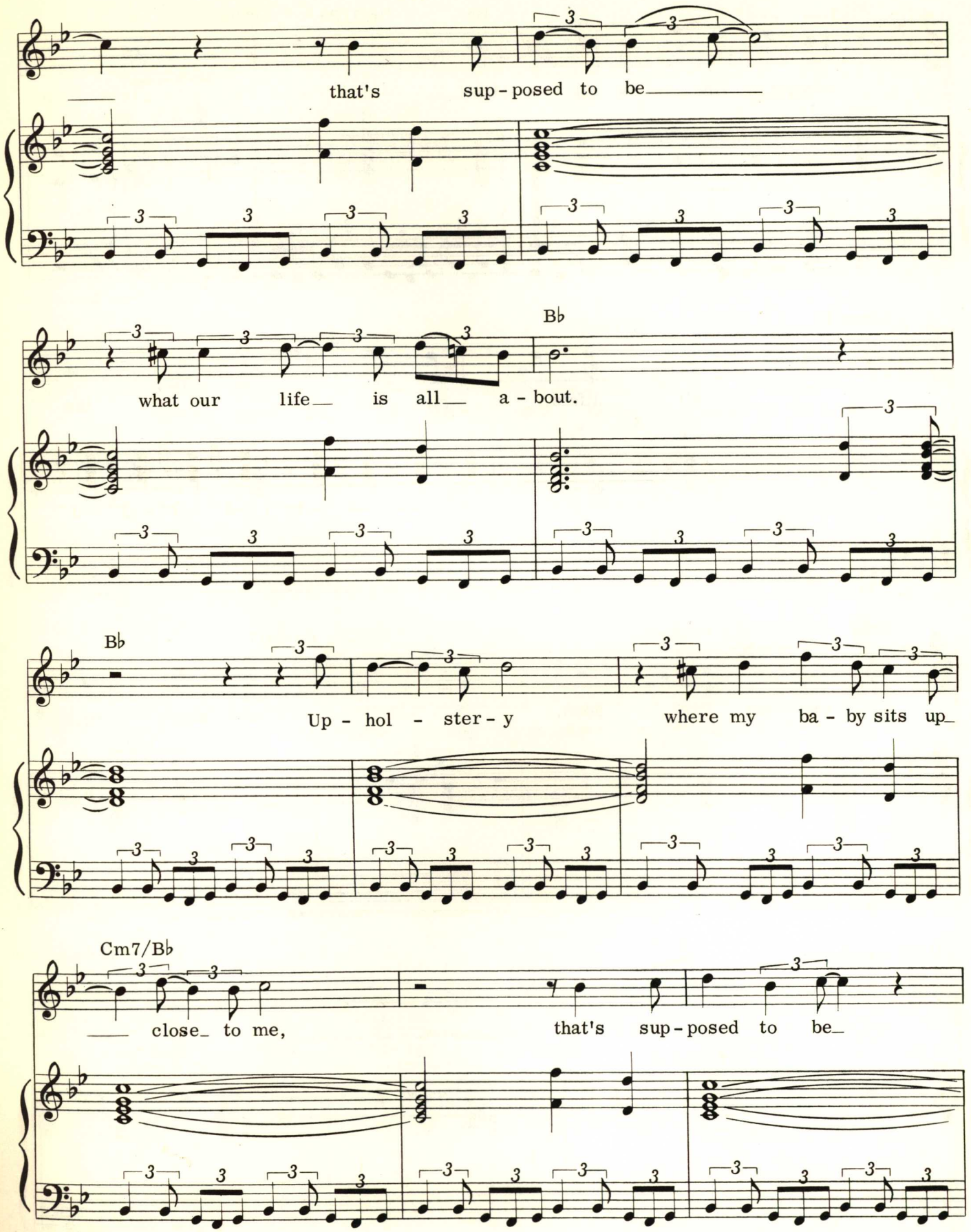
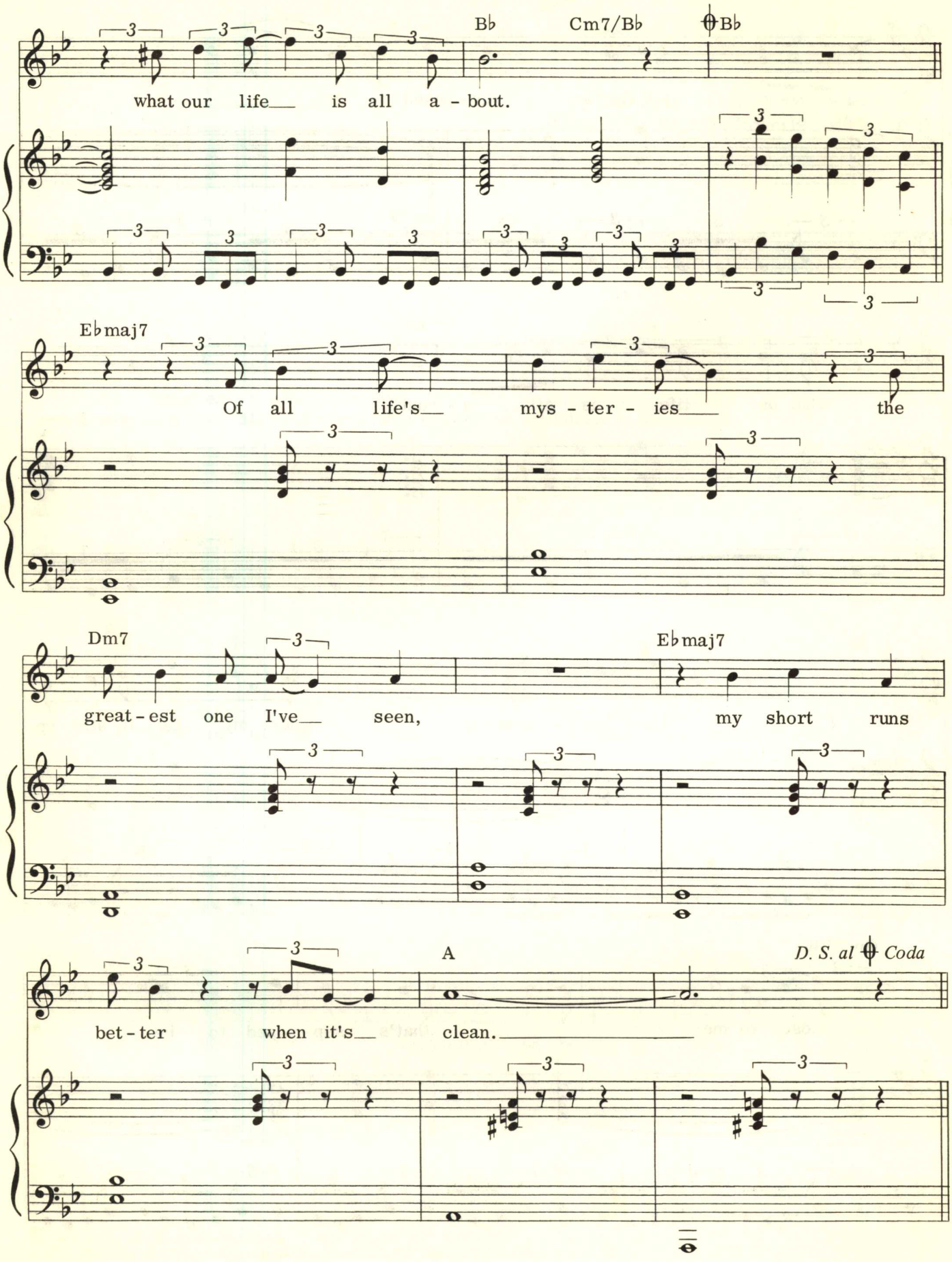
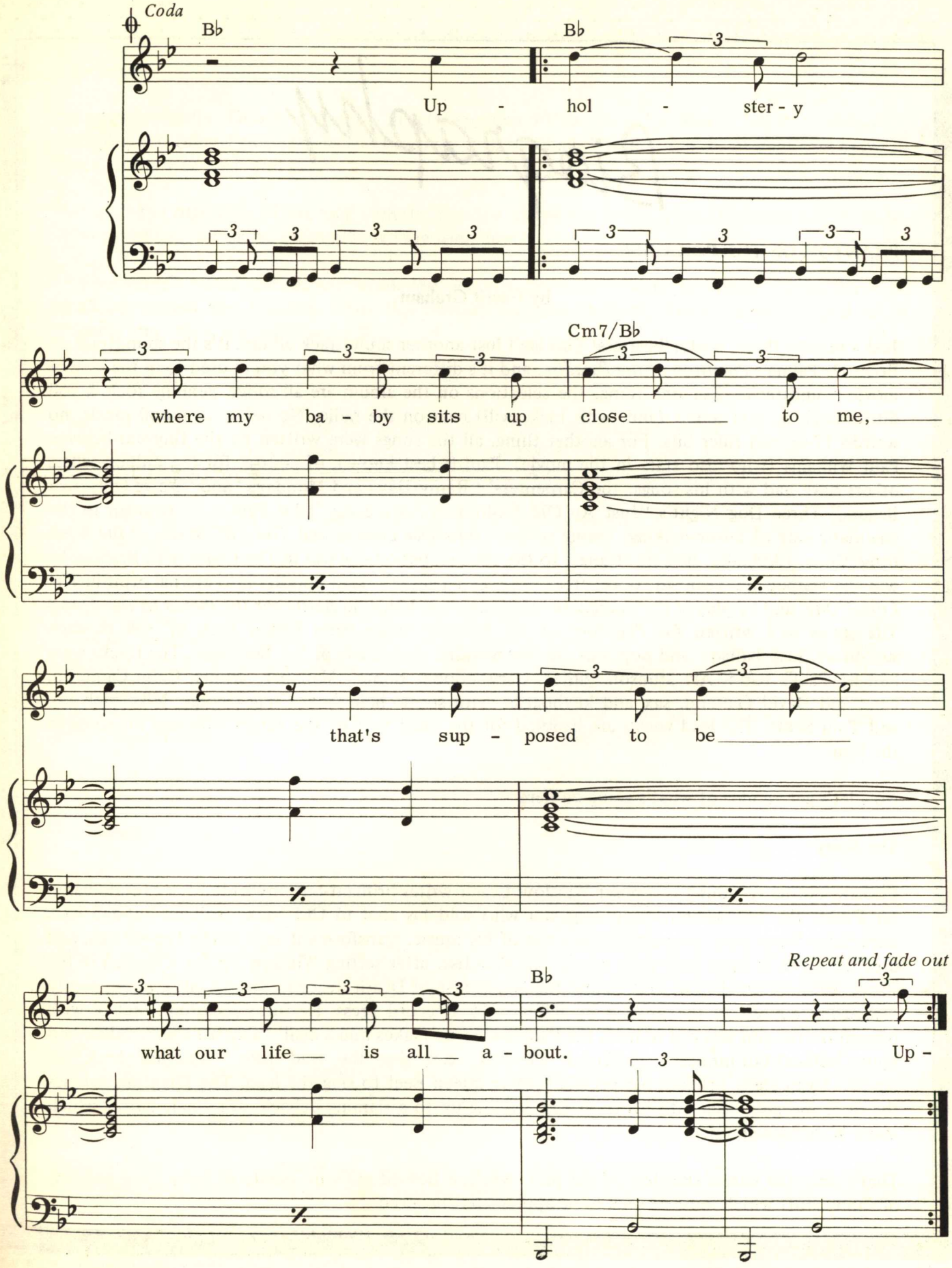

B♭
Cm7/B♭
That's what life is all a - bout,_ that's what life is
all a - bout,_ that's what life is all a - bout,_
B♭
Cm7/B♭
B♭
that's what it's all a - bout._____
No Chord
Dm7
Dm7
I was not my - self_ last night, lost a fight my wood - y bare - ly
I was not my - self_ last night, ran a light with-out my reg - is -


Eb
Dm7
run - ning.
tra - tion.
By a dude I should have beat, and
Where the cops were bound to see, and
Eb
on the street a blow like that is stun - ning.
you know me all read - y on pro - ba - tion.
F7
I fi - n'ly lost con-trol and tore my tuck-'n' - roll. Up -
I wound up on pa-role I tore my tuck-'n' - roll. Up -
Chorus:
Bb
Cm7/Bb
hol - ster-y where my ba-by sits up close to me,


that's sup - posed to be
B♭
what our life is all a - bout.
B♭
Up - hol - ster - y where my ba - by sits up
Cm7/B♭
close to me, that's sup - posed to be


B♭
Cm7/B♭
B♭
what our life is all a - bout.
E♭maj7
Of all life's mys - ter - ies the
Dm7
E♭maj7
great - est one I've seen, my short runs
A
D. S. al Coda
bet - ter when it's clean.


Coda
B♭
B♭
Up - hol - ster - y
where my ba - by sits up close to me,
Cm7/B♭
that's sup - posed to be
what our life is all a - bout.
B♭
Up -
Repeat and fade out

# Biography

## PHANTOM OF THE PARADISE

**by Gerrit Graham**

Just a minute there, buster/bustress! This isn't just another soundtrack album; it's the soundtrack of Brian De Palma's *Phantom of the Paradise,* and it's different from what you're used to in the way of movie soundtracks. For one thing, the selections on the album are all *songs,* genuine rock & roll ditties such as you might (and, with luck, will) hear on the radio. No nebulous mood music, no weirdo 17-second filler bits. For another thing, all the songs were written by the tiny-but-beloved Paul Williams (who also stars in the movie). Paul is best known, of course, for the million-sellers others have had with his songs: the Carpenters' "Rainy Days and Mondays" and "We've Only Just Begun," Three Dog Night's "Just An Old Fashioned Love Song." But Paul is no stranger to the cinematic side of music-making, having scored *Cinderella Liberty* and *The ABC Movie of the Week* three times. (Actually, he's no stranger to the cinema, period—he was in *The Chase* with Brando, he was the warped ten-year-old rocket freak who shot people's dead poodles into eternal orbit in *The Loved One,* and he played the orangutan war counselor, Virgil, in *Battle for the Planet of the Apes.*) The songs he's written for *Phantom of the Paradise* range from Fifties rock 'n' roll through surf-tunes, lush ballads, and pop-rock, to the metallic glitz-blasts of the Seventies. The tracks were laid by Paul's band—Art Munson, guitar; Gary "Boom Boom" Mallaber, drums; Colin Cameron, bass; and David Garland, sax and keyboards—with studio help from Craig Deorge, Mike Melvoin, and Tom Scott. The lead vocals are handled for the most part by the actors who sing the songs in the film.

Now let's get an idea of what's going on here:

### The Story

Brilliant-but-naive young composer Winslow Leach writes brilliant-but-unwieldy rock cantata based on Faust, the brilliant-but-crazy magician who sold his soul to Old Nick. Brilliant-but-evil rock impresario Swan cons young composer out of his music, transforms it into boffo Top-40 hits, and uses the same to open new rock mecca, the Paradise, after setting Winslow up for a stretch in the slams. Winslow breaks out and trashes the warehouse of Death Records, Swan's label, permanently disfiguring himself in the process by falling into a record press. He turns phantom, replete with bizarro outfit, and sets out to trash the Paradise. Swan makes him a deal: "Lay off the Paradise, and your brilliant-but-innocent girlfriend, Phoenix, can sing the lead role." Another trick, of course—Swan signs brilliant-but-peculiar glitter queen Beef to sing the lead. The Phantom catches the drift and gets back into his trash bag, leading up to a flaming debacle of a finale during which many Waterloos are met.

That's only the barest skeleton of the plot, which is fleshed out with plenty of hairy turns and lots of funny stuff which must be seen to be appreciated/believed.

**The Songs**

"Goodbye, Eddie, Goodbye," done in letter-perfect Fifties style by Swan's latest chart-busting creation, the Juicy Fruits, opens the film in a club in which Winslow Leach, in the break between Juicy Fruits sets, sings and plays . . .

"Faust," the title song of his rock cantata. No one listens but Swan, whose henchman doubletalks Winslow out of the score. Swan reworks the song into . . .

"Upholstery," a surf revival, for which the Juicy Fruits have become the Beach Bums. Winslow, skulking around the Paradise, hears this travesty and goes berserk. Swan makes the deal to let Phoenix sing, after she auditions with . . .

"Special to Me."

"Phantom's Theme (Beauty and The Beast)" – does that voice sound familiar? It's Paul singing, but in the film it's the pseudo-voice he creates for Winslow (whose tubes were messed up in that industrial mishap), so Winslow can rewrite the cantata, which finally gets under way with . . .

"Somebody Super Like You." Further perverting Winslow's concept, Swan transmogrifies the Juicy Fruits/Beach Bums into the Undeads, who squirm their way through this decadent plea, leading up to . . .

"Life at Last," a thunder-footed distorto-rocker sung by Beef, the very sight of whom brings Winslow howling out of the catacombs in an orgiastic frenzy of destruction. With the place in shambles and the crowd screaming for more, Swan's thugs shove Phoenix on stage to sing . . .

"Old Souls," and needless to say she wows 'em. Swan signs her body and soul while the Phantom plots his next move – to find out what it is, see the movie, which closes with . . .

"The Hell of It," a perfect valedictory for this tragic *histoire.*

**The Singers**

Paul Williams (Swan) we've covered; hear him on A&M releases, *Just An Old Fashioned Love Song, Life Goes On, Here Comes Inspiration* and the new *A Little Bit of Love.*

William Finley (Winslow Leach, the Phantom) is a veteran of the New York avant-garde theatre circuit, having worked with and created material for the Performance Group, the Open Theatre, and the La Mama E.T.C. His association with Brian De Palma has covered many projects, the most recent (previous to *Phantom of the Paradise)* being his superbly creepy performance in *Sisters.*

Jessica Harper (Phoenix) was featured in "Dr. Selavy's Magic Theatre" in New York, and appears on the album of that show. She's worked on both TV and film, and is now set for a juicy part in Woody Allen's latest extravanganza, in which, she says, she "gets to be funny."

Archie Hahn (Juicy Fruits/Beach Bums/Undeads): Archie worked in the L.A. wing of the improvisational revue the Committee, and in *National Lampoon*'s "Lemmings" in New York. He

likes to consider himself "just another guy workin' hard to become an institution." That's him singing "Goodbye, Eddie, Goodbye."

Harold Oblong (JF/BB/U) also saw action in the Committee, and is well remembered for his nasty job on Donovan in "Lemmings." He choreographed the group numbers in the film and sings "Somebody Super Like You." Usually thought of as shy and retiring, he has an ego the size of a house.

Jeffery Comanor (JF/BB/U) was once signed by Brian Epstein, wrote a lot of B-sides for The Fifth Dimension, and two songs for *Midnight Cowboy,* has collaborated with Shel Silverstein, and has recorded for Vanguard, A&M, and currently Epic, with one eponymously titled album out now, and another on the way, which he hopes will be called *Thanks For The Advance, Suckers.*

Ray Kennedy (the voice of Beef, played in the film by Gerrit Graham) was at one time an A&M artist, and is now recording for Columbia. He has written for the Beach Boys and Jeff Beck, and played sax with Gerry Mulligan, Little Richard, Otis Redding, and Wilson Pickett.

**The Big Shots**

Brian De Palma's directing career began when he and William Finley were among the few men attending Sarah Lawrence. His best-known films are *Greetings, Hi Mom, Get to Know Your Rabbit,* and *Sisters;* among his discoveries are Allen Garfield and Robert De Niro.

Edward R. Pressman, with his partner, Paul Williams (different fella), has produced *The Revolutionary, Sisters,* and *Badlands.* They're currently working on *The Secret Life of Plants.*

Paul Williams